

annual report 年報

2010



HONG KONG ENERGY (HOLDINGS) LIMITED

香港新能源(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 987

A light green map of China with six teal diamond-shaped markers numbered 1 through 6. Marker 1 is in Inner Mongolia, marker 2 is in Hebei, marker 3 is in Hebei, marker 4 is in Gansu, marker 5 is in Heilongjiang, and marker 6 is in Shandong.

projects in CHINA

在中國之項目

1. Siziwang Qi, Inner Mongolia
內蒙古四子王旗
2. Lunaobao, Hebei
河北綠腦包
3. Danjinghe, Hebei
河北單晶河
4. Changma, Gansu
甘肅昌馬
5. Mudanjiang, Heilongjiang
黑龍江牡丹江
6. Linyi, Shandong
山東臨沂

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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. OEI Kang, Eric (*Chairman and Chief Executive Officer*)

Mr. CHANG Li Hsien, Leslie (*Vice Chairman*)

(*appointed on 1 September 2010*)

Dr. YUNG Pak Keung, Bruce (*Managing Director*)

Mr. LEUNG Wing Sum, Samuel

Non-executive Director

Mr. Tanguy Vincent SERRA

(*appointed on 23 November 2010*)

Independent non-executive Directors

Mr. ZHANG Songyi

Mr. TANG Siu Kui, Ernest

Mr. YU Hon To, David

AUDITOR

PricewaterhouseCoopers

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

The Bank of East Asia, Limited

COMPANY SECRETARY

Mr. HUNG Ka Wai

REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

董事

執行董事

黃剛先生 (*主席兼行政總裁*)

張立憲先生 (*副主席*)

(*於二零一零年九月一日獲委任*)

容伯強博士 (*董事總經理*)

梁榮森先生

非執行董事

Tanguy Vincent SERRA先生

(*於二零一零年十一月二十三日獲委任*)

獨立非執行董事

張頌義先生

鄧兆駒先生

俞漢度先生

核數師

羅兵咸永道會計師事務所

主要往來銀行

香港上海滙豐銀行有限公司

東亞銀行有限公司

公司秘書

洪嘉偉先生

註冊辦事處

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Cayman Islands

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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STOCK CODE

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WARRANT CODES

748

795

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748

795

Chairman's Statement

主席報告書

Business Review

As the world economy emerges from the recent economic turmoil, Hong Kong Energy (Holdings) Limited ("HKE" or the "Company", and with its subsidiaries, collectively, the "Group") has made significant progress in 2010 in transforming the Group into a fully-fledged alternative energy player in China and in securing the Group with a strategic financial investor. In addition, commercial operations of a number of wind farms have commenced during the second half of 2010 following successful commissioning.

As part of the strategic transformation, HKE has successfully completed the acquisition of the alternative energy business from its parent company, HKC (Holdings) Limited ("HKC", and with its subsidiaries, collectively, "HKC Group"), on 31 August 2010. The business covers five wind farms in Siziwangqi of Inner Mongolia, Danjinghe of Hebei, Changma of Gansu and Mudanjiang of Heilongjiang, a waste-to-energy plant in Linyi of Shandong, as well as a branch office in Beijing. The fair value of the consideration on the date of entering into sales and purchase agreement was HK\$1,018.10 million and was paid by way of issue and allotment of convertible preference shares, which rank pari passu with the ordinary shares of the Company on any payment of dividends or distribution or return of capital (other than on a liquidation, dissolution or winding up) but with no voting rights. As a result of the transaction, the value of the Group's total assets as at 31 December 2010 has increased to HK\$2,761.67 million from HK\$396.05 million of last year.

業務回顧

隨著全球經濟自最近金融海嘯中復甦，香港新能源(控股)有限公司(「香港新能源」或「本公司」，連同其附屬公司合稱「本集團」)於二零一零年就將本集團轉型為中國發展成熟的替代能源營運商，及為本集團招攬策略金融投資者，均取得重大進展。此外，多個風場經成功試運後，於二零一零年下半年開始商業營運。

作為策略轉型，香港新能源於二零一零年八月三十一日成功完成向其母公司香港建設(控股)有限公司(「香港建設」，連同其附屬公司合稱「香港建設集團」)收購替代能源業務。此項業務涵蓋五個風力場分別位於內蒙古四子王旗、河北單晶河、甘肅昌馬及黑龍江牡丹江、一間位於山東臨沂之垃圾發電廠以及於北京之分支辦事處。於訂立買賣協議日期代價之公平值為1,018,100,000港元並透過發行及配發可換股優先股之方式支付，而該等可換股優先股將與本公司普通股享有同等權益，除於清盤、解散或結束業務之情況外，可獲派股息或分派或資本回報，惟並無投票權。基於此項交易，本集團總資產於二零一零年十二月三十一日之價值由去年396,050,000港元升至2,761,670,000港元。

Business Review (Continued)

Following the Group's business strategy, HKE has successfully introduced a global private investment firm TPG Growth (with its subsidiaries, collectively, "TPG") to be its strategic partner on 23 November 2010. TPG has invested approximately HK\$195.00 million for 300 million convertible preference shares, with the right to invest in an additional HK\$195.00 million for another 260 million convertible preference shares. This transaction significantly strengthened the Group's capital base. With TPG's funding support, the Group will now be able to accelerate its expansion plans.

On the project level, the Group has successfully executed on all the projects that it started several years ago. Adding on to the existing operating wind farms in Mudanjiang, Danjinghe, and the waste-to-energy plant in Linyi, Phase 2 and 3 of the Danjinghe wind farm and the Changma wind farm have commenced commercial operation in September and November 2010 respectively. The wind farms in Siziwangqi of Inner Mongolia and Lunaobao of Heibei were in the final stage of commissioning and commercial operations of these Farms are expected to be in January and February 2011 respectively.

At present, the Group has a total gross wind power capacity of approximately 600 Mega-Watt ("MW"). A pipeline of potential projects has been secured in 2010 which will enable the Group to further expand the wind power capacity in the next few years.

With the business injection and the operating wind farms starting to contribute revenues from September, the Group has recorded a net profit of HK\$335.32 million in 2010. Basic earnings per share were HK39.67 cents. The cash position remains sufficient, with cash and cash equivalents of HK\$362.56 million. The net asset value per share is HK\$1.93.

業務回顧(續)

按本集團之業務策略，香港新能源於二零一零年十一月二十三日成功引入環球私人投資公司TPG Growth(連同其附屬公司，合稱「TPG」)為策略夥伴。TPG斥資約195,000,000港元，購入300,000,000股可換股優先股，另有權投資額外195,000,000港元，以再購入260,000,000股可換股優先股。此項交易顯著擴大本集團的資本基礎。憑藉TPG的資金支持，本集團現時將能加快推進擴充計劃。

在項目層面上，本集團成功完成發展所有於數年前起動之項目。除現時營運中、位於牡丹江及單晶河之風力場以及位於臨沂的垃圾發電廠以外，單晶河風力場第二及三期以及昌馬風力場已相繼於二零一零年九月及十一月投入商業營運。內蒙古四子王旗及河北綠腦包的風力場已進入最後投入運作階段，預計分別於二零一一年一月及二月投入商業營運。

現時，本集團的總風力發電量約達600兆瓦(「兆瓦」)。於二零一零年更爭取到多個有潛力的項目作為儲備，令本集團得以於未來數年進一步增加風力發電量。

隨著注入業務和營運中之風力場自九月起對收益作出貢獻，本集團於二零一零年錄得純利335,320,000港元。每股基本盈利為39.67港仙。現金狀況維持充裕；現金及現金等價物為362,560,000港元。每股資產淨值為1.93港元。

Chairman's Statement (Continued)

主席報告書(續)

Prospects

Alternative energy has been and will continue to be the key focus for sustainable economic development in global communities. The People's Republic of China ("PRC", or "China") government ("Chinese Government") will continue to provide strong support to the industry. Favourable energy policies and financial subsidies have been rolled out to create an enticing business landscape for the industrial players in order to achieve the government target of non-fossil energy accounting for 15% of primary energy consumption by 2020. Some of these include the Chinese Government putting in more resources to expand the capacity as well as the robustness of the national power grid as drafted in the Twelfth Five-Year Programme for National Economic and Social Development which covers 2011 to 2015. Such activities are expected to eliminate the threat of power curtailment to alternative energy providers due to transmission capacity bottlenecking and a less stable transmission dynamics from electricity generated by alternative energy sources.

Over-supply of wind equipment manufacturing capacity has driven down the price by more than 30% over the past few years. This significantly reduces the construction cost of new wind farms. Such favourable condition is expected to last for a few more years until the consolidation of the wind equipment manufacturing industry is completed. The Group will benefit from it in developing its pipeline of new wind farms projects.

Having completed the acquisition of HKC Group's alternative energy business and bringing in a strategic financial investor, the Group will use its core competence in wind farm development and construction to expand its gross wind power capacity over the next five years focusing on regions that the Group has significant development and operation experience. Detailed wind resource analysis, together with robust grid development analysis, both of which will be conducted in-house as well as by external experts such as the renowned wind resources specialist Garrad Hassan Limited from United Kingdom, will determine the pace of development of our project pipeline. In addition, resources have also been put in place to explore potential sites in region other than the traditional "Three-North Regions". These sites, such as those in the southwest of China, would have lower wind resources than the traditional "Three-North Regions", but wind farms in these locations would receive a higher feed-in tariff and with less curtailment to the power grid.

前景

替代能源已經及將會繼續成為全球各界為達致持續經濟發展之重點。中華人民共和國(「中國」)政府(「中國政府」)將繼續鼎力支持業界，利好能源政策及財務補助已陸續出台，為業界人士營造吸引之營商環境，務求於二零二零年能達成政府所定非化石能源佔基本能源用量15%之目標。該等政策包括已列載於國家經濟及社會第十二個五年計劃中，涵蓋二零一一年至二零一五年，關於中國政府將投放更多資源，以增強全國電網之容量和持久性。預期此等措施將減少因輸電量樽頸及輸電動力不穩定所引發的限電威脅。

於過去數年，由於風力設備製造行業產能過剩，令風力設備價格下降超過30%，更大大減低新風力場之建設成本。此有利環境預計將持續數年，直至風力設備製造行業完成整合為止。本集團將藉此受惠，有助開發連串新風力場項目。

完成收購香港建設集團替代能源業務及引入策略金融投資者後，本集團將發揮其於風力場發展及建設方面之核心實力，於未來五年重點拓展其已大力開發且具營運經驗之地區，務求擴大其總風力發電量。詳盡風力資源分析及廣泛電網發展分析，將會由本集團內部聯同英國的著名風力資源專家加勒德哈森有限公司等外聘專家進行，藉此決定本集團擬定項目之發展步伐。另亦已劃撥資源，於傳統「三北地區」以外多個地區發掘有潛力的項目用地。此等項目用地，如部份在中國西南部地區，相比傳統「三北地區」，雖然風力資源較少，但可享有較高上網電價及較少之限電情況。

Prospects (Continued)

As the Chinese Government has tightened up the source of funding for capital projects and the interest rate increment cycle has duly started, bank financing is expected to be less liquid than in recent years. Despite this challenge, the Group is constantly seeking different means to ensure sufficient funding with reasonable financing cost is available for future expansion.

It is our view that the continued positive business landscape will help the Group to grow substantially and our shareholders to enjoy remarkable return on their investment.

Acknowledgements

On behalf of the Board, I would like to express my greatest thanks to all our business partners, employees, management and shareholders for the dedication and support you have shown for HKE throughout the year under review.

OEI Kang, Eric

Chairman and Chief Executive Officer

Hong Kong, 30 March 2011

前景(續)

由於中國政府已收緊資本項目之資金來源，且加息週期已正式展開，預計最近數年，銀行融資流通量將會減少。儘管面對此挑戰，本集團仍不斷尋求其他途徑，確保以合理融資成本獲取充足資金，以供未來擴充之用。

吾等深信，持續正面之營商環境將有助本集團大幅增長，而股東定能享有豐碩之投資回報。

致謝

本人謹藉此代表董事會，向於回顧年內一直竭誠努力及鼎力支持香港新能源之所有業務夥伴、員工、管理人員及股東致以衷心謝意。

黃剛

主席兼行政總裁

香港，二零一一年三月三十日

Management Discussion and Analysis

管理層討論及分析

Financial Review

For the year ended 31 December 2010, the turnover for Hong Kong Energy (Holdings) Limited (“HKE” or “the Company”, and with its subsidiaries, collectively, the “Group”) amounted to HK\$24.11 million, an increase of 127% from HK\$10.61 million for the same period ended 31 December 2009. Such increase was mainly due to the inclusion of alternative energy business results starting from 1 September 2010. Gross profit for the year, however, dropped by 3% from last year’s HK\$5.71 million to HK\$5.55 million as a higher depreciation charge on the capital-intensive alternative energy business compared to the software business was incurred.

Following the alternative energy business acquisition (“Business Acquisition”) from the parent company, HKC (Holdings) Limited (“HKC”, and with its subsidiaries, collectively, the “HKC Group”) completed on 31 August 2010, the Group has a share of the net profits of HK\$21.75 million derived from the joint-venture wind farm projects and waste-to-energy project in Danjinghe, Changma and Linyi for the 2010 financial year.

In addition, the Group recognised a gain of HK\$386.55 million due to the Business Acquisition. The amount included a HK\$222.25 million gain on discount received and a HK\$164.30 million mark-to-market valuation gain on share-based consideration at the date of completion. An additional investment right to a global private investment firm TPG Growth (with its subsidiaries, collectively, the “TPG”) on 23 November 2010 had resulted in a fair value gain of HK\$17.02 million for the year ended 31 December 2010.

A net profit before tax of HK\$359.72 million was recorded after writing off HK\$4.74 million worth of fixed assets and intangible assets associated with the software business. Net profit after tax attributable to equity holders of the Group was HK\$336.31 million this year, as compared with last year’s net loss after tax attributable to equity holders of HK\$10.43 million. Basic earnings per share were HK39.67 cents as compared to last year basic loss per share of HK1.36 cents.

財務回顧

截至二零一零年十二月三十一日止年度，香港新能源(控股)有限公司(「香港新能源」或「本公司」，連同其附屬公司合稱「本集團」)之營業額為24,110,000港元，較截至二零零九年十二月三十一日止同期10,610,000港元增加127%，主要因為自二零一零年九月一日起計入替代能源業務之業績。但全年毛利從去年5,710,000港元減少3%至5,550,000港元，此乃由於相對軟件業務，資本投資較大之替代能源業務產生較高折舊開支。

於二零一零年八月三十一日完成自母公司香港建設(控股)有限公司(「香港建設」，連同其附屬公司合稱「香港建設集團」)收購替代能源業務(「業務收購」)後，於二零一零財政年度，本集團應佔源自位於單晶河、昌馬及臨沂之合營風力場項目及垃圾發電廠項目純利為21,750,000港元。

此外，本集團基於業務收購，確認收益386,550,000港元。該金額中包括已收取之折讓收益222,250,000港元及於完成日期以股份市值計算股份代價之估值收益164,300,000港元。對環球私人投資公司TPG Growth(連同其附屬公司，合稱「TPG」)於二零一零年十一月二十三日授出之額外投資權益，於截至二零一零年十二月三十一日止年度亦錄得公平值收益17,020,000港元。

稅前純利錄得359,720,000港元，當中已撇除與軟件業務相關之固定資產及無形資產4,740,000港元。全年本集團權益持有人應佔除稅後純利為336,310,000港元，而去年則錄得權益持有人應佔除稅後虧損淨額10,430,000港元。相對去年每股基本虧損1.36港仙，本年每股基本盈利為39.67港仙。

Financial Review (Continued)

Placing and Subscription of Shares

On 31 August 2010, HKE issued and allotted 1,385,170,068 convertible preference shares (“CPSs”) at HK61.64 cents per share to HKC Group for the Business Acquisition. There was no cash transfer as it was HKC Group’s intention that HKE should preserve cash for future alternative energy business development.

On 23 November 2010, HKE issued and allotted 300,000,000 CPSs at the price of HK65 cents to TPG, an investment firm independent to the Group. The gross proceeds were approximately HK\$195.00 million.

Liquidity and Financial Resources

As at 31 December 2010, the Group had total bank borrowings of HK\$725.67 million as compared to nil borrowing in 2009.

The bank borrowings included interest-bearing Renminbi bank loans to the Group’s wind farm projects in the People’s Republic of China (“PRC”, or “China”), with interest rates fixed at the People’s Bank of China (“PBOC”) rates. The maturity dates for the Group’s outstanding bank borrowings were spread over the next eleven years. There were HK\$65.11 million repayable within one year, HK\$269.91 million repayable within two to five years and HK\$390.65 million repayable after five years.

Convertible notes of principal amount RMB73.50 million (equivalent to HK\$83.06 million) were issued on 30 December 2009 to HKC for the acquisition of an effectively 10% equity interest of the Danjinghe wind farm project company. The notes have a three-year conversion period and carry zero-interest coupon with a fixed conversion price of HK\$1.0113 per share. The notional loan amount of the convertible notes was HK\$78.29 million as at 31 December 2010.

The Group’s unrestricted cash and cash equivalents were HK\$362.56 million as at 31 December 2010 as compared to HK\$172.23 million in 2009. The increase was largely contributed by TPG investment. For future projects, the Group will first rely on its internal sources and will actively seek bank financing to fund its future capital expenditure commitments.

The Group did not use financial instruments for financial hedging purposes during the period under review.

財務回顧(續)

股份配售及認購

於二零一零年八月三十一日，香港新能源按每股61.64港仙，就業務收購向香港建設集團發行及配發1,385,170,068股可換股優先股（「可換股優先股」），按香港建設集團之意願，香港新能源應保留現金作未來發展替代能源業務用途，故不作現金支付。

於二零一零年十一月二十三日，香港新能源按每股65港仙之價格，向獨立於本集團之投資公司TPG發行及配發300,000,000股可換股優先股。所得款項總額約為195,000,000港元。

流動資金及財務資源

於二零一零年十二月三十一日，本集團有銀行借款總額725,670,000港元，而二零零九年並無借款。

銀行借款包括就本集團於中華人民共和國（「中國」）之風力場項目，按中國人民銀行固定利率計息之人民幣銀行貸款。本集團未償還銀行借款之到期日介乎未來十年之內，當中有65,110,000港元須於一年內償還；269,910,000港元須於兩至五年內償還及390,650,000港元須於五年後償還。

本金額人民幣73,500,000元（相當於83,060,000港元）之可換股票據乃於二零零九年十二月三十日就收購單晶河風力場項目公司10%實際股本權益向香港建設發行。該票據年期為三年及不計息，而換股價固定為每股1.0113港元。於二零一零年十二月三十一日，該可換股票據之名義貸款金額為78,290,000港元。

本集團於二零一零年十二月三十一日之不受限制現金及現金等價物為362,560,000港元，而二零零九年則為172,230,000港元。增加最主要由於TPG之投資。就未來項目而言，本集團將首先依賴其內部資源，並將積極尋找銀行融資以維持未來資本開支承擔。

於回顧期內，本集團並無利用金融工具作財務對沖用途。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Financial Review (Continued)

Details of Charges in Group Assets

The Group's subsidiaries had charged their assets including wind power equipment, construction in progress, prepaid land lease payments and trade receivables, worth approximately RMB838.06 million (equivalent to HK\$992.10 million) as security for the bank borrowings compared to no charges over the Group's assets in 2009.

Gearing Ratio

The Group's gearing ratio as at 31 December 2010 was 26% as compared to a net cash position of HK\$96.22 million (which represented the Group's cash and cash equivalents of HK\$172.23 million less the notional loan amount of the convertible note HK\$76.01 million) in 2009. The ratio represents total borrowings less cash and cash equivalents (including restricted cash) divided by total equity.

Contingent Liabilities

The Group did not have any contingent liabilities as at 31 December 2010 same as 2009.

Business review

Persistent efforts of strategy & business cultivation have yielded strong results for the Group in 2010. Following the business plan, HKE has made significant steps in transforming the Group into HKC Group's alternative energy flagship and in improving the Group's competitive strength.

A major achievement in year 2010 was the completion of the Business Acquisition from HKC Group on 31 August 2010. This acquisition covered a 200 Mega-Watt ("MW") wind farm in Danjinghe of Hebei, a 201 MW wind farm in Changma of Gansu, a 59.5 MW wind farm in Mudanjiang and Muling of Heilongjiang, a 25 MW waste-to-energy plant in Linyi of Shandong and a branch office in Beijing. The fair value of the consideration on the date of entering into sales and purchase agreement was HK\$1,018.10 million, which represented a 25% discount to the business valuation and a 22% premium over the original HKC Group's book value, was paid by way of issuing and allotting 1,385,170,068 CPSs. The restructuring of the alternative energy assets has resulted in a better business management focus and use of resources.

財務回顧(續)

本集團資產抵押詳情

本集團附屬公司抵押其擁有的資產，包括約人民幣838,060,000元(相當於992,100,000港元)之風力發電設備、在建工程、預付土地租賃款項及應收賬款，以作為銀行借款之抵押品，而於二零零九年，本集團並無作出任何資產抵押。

資本負債比率

於二零一零年十二月三十一日，本集團的資本負債比率為26%，而二零零九年則錄得淨現金狀況96,220,000港元(即本集團現金及現金等價物172,230,000港元減可換股票據名義貸款金額76,010,000港元)。該比率為借款總額減現金及現金等價物(包括受限制現金)再除權益總額。

或然負債

一如二零零九年，於二零一零年十二月三十一日，本集團並無任何或然負債。

業務回顧

於二零一零年，本集團付出不懈努力，籌謀策略及發展業務，成果卓著。遵照業務計劃，香港新能源邁進一大步，將本集團轉型為香港建設集團之替代能源旗艦企業，更增強本集團之競爭優勢。

二零一零年度中一重大成就在於二零一零年八月三十一日完成自香港建設集團之業務收購。此項收購涵蓋河北省單晶河產能為200兆瓦之風力場、甘肅省昌馬產能為201兆瓦之風力場、黑龍江省牡丹江及穆陵產能為59.5兆瓦之風力場、山東省臨沂產能為25兆瓦之垃圾發電廠以及北京之分支辦事處。於訂立買賣協議日期代價之公平值為1,018,100,000港元，較業務估值折讓25%，並較香港建設集團原有賬面值有溢價約22%，已透過發行及配發1,385,170,068股可換股優先股之方式支付。重組替代能源資產，令業務管理重點更為清晰，亦能更妥善運用資源。

Business review (Continued)

Another important achievement was the introduction of TPG, one of the world's largest private equity firms, as a strategic partner on 23 November 2010. A total of 300,000,000 CPSs were issued and allotted to TPG in exchange for HK\$195.00 million. TPG has the right to subscribe to an additional 260,000,000 additional CPSs for another HK\$195.00 million in the next four years. After deducting the transaction costs, approximately HK\$190.00 million was received on 23 November 2010. The proceeds were used as operating capital and for future expansion and to strengthen our capital base. In addition, a non-executive director was nominated by TPG to the HKE board (the "Board") and to participate in the Investment Committee and the Audit Committee. TPG's participation will provide the Group with valuable financial and alternative energy expertise.

On the project level, the Group has made a significant progress in 2010. After the construction and pre-commercial operating period, a total of 360 MW gross wind power capacities were put into commercial operation in late 2010. Together with the existing operating alternative energy projects, all projects are now contributing revenue to the Group. In addition, there was another 150 MW of gross wind power capacity that would be in full commercial operation within the first quarter of 2011.

Mudanjiang and Muling Wind Farms

Mudanjiang and Muling wind farms have a total of 59.5 MW of wind power capacity. Located in Heilongjiang province, the wind farms started commercial operation in the fourth quarter of 2007. The Group is the majority shareholder holding 86% and 86.68% equity stake respectively. In 2010, the wind farms experienced significant curtailment. However, the curtailment is expected to ease over the next several years. The Mudanjiang and Muling wind farms dispatched 71.65 million Kilowatt-hour ("KWh") of power in 2010, which was 15% below budget.

業務回顧(續)

另一重要成就，在於二零一零年十一月二十三日引進環球最大私人股本公司之一TPG為策略夥伴，並向TPG發行及配發合共300,000,000股可換股優先股，以換取195,000,000港元。TPG有權於未來四年以195,000,000港元再認購額外260,000,000股可換股優先股。扣除交易成本後，已於二零一零年十一月二十三日獲得約190,000,000港元。所得款項已用作營運資金以及撥付未來發展及擴闊資本基礎所需。此外，TPG已提名一名非執行董事加入香港新能源董事會（「董事會」）以及參與投資委員會及審核委員會。TPG的參與，將為本集團帶來寶貴之財務及替代能源專業知識。

在項目層面上，本集團於二零一零年取得重大進展。在建設及營業前試運後，合共360兆瓦總風力發電量已於二零一零年底投入商業運作，連同現有經營中之替代能源項目，所有項目現正為本集團帶來收入貢獻。此外，另有150兆瓦總風力發電量將於二零一一年第一季度內全面投入商業營運。

牡丹江及穆陵風力場

牡丹江及穆陵風力場位於黑龍江省，擁有合共59.5兆瓦風力發電量，於二零零七年第四季展開商業運作。本集團是主要股東分別擁有86%及86.68%股本權益。於二零一零年，風力場仍然面對嚴重的限電情況，然而，預期限電於未來數年將得以舒緩。牡丹江及穆陵風力場於二零一零年輸出71,650,000千瓦時電力，較預算少15%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Business review (Continued)

Danjinghe Wind Farm

The Group has a 40% effective equity interest in the Danjinghe wind farm project company while the majority and controlling shareholder, the wind division subsidiary of China Energy Conservation and Environmental Protection Group (collectively, "CECEP", formerly known as China Energy Conservation Investment Corporation or "CECIC"), holds 60% of the equity stake. The Danjinghe wind farm of 200 MW wind power capacity is located in Hebei province and is made up of three phases. The first phase of wind power capacity 40.5 MW started commercial operation in January 2010 while the second and third phase in total of 159.5 MW commenced operation in September 2010. The power dispatched for 2010, including power dispatched during trial run and commissioning period prior to commercial operation, was around 372.76 million KWh. This was approximately 25% better than the prediction in the feasibility study report. Due to close proximity to power demand areas, only less than 1% of curtailment was experienced on power dispatch.

Changma Wind Farm

Changma wind farm is a joint venture with CECEP located in Gansu province. The Group has a 40% effective interest in the project company. The 201 MW wind farm started commercial operation in November 2010. Despite some curtailment, the power dispatched for 2010, including power dispatched during trial run and commissioning period prior to commercial operation, was approximately 387.55 million KWh.

Linyi Waste-to-energy Plant

Linyi waste-to-energy plant of 25MW power generating capacity is a joint venture with CECEP located in Shandong province. The Group owns 40% interest. The plant went into commercial operation in September 2007. Approximately 244,000 tonnes of garbage was being handled and 112.26 million KWh of power was dispatched in 2010.

業務回顧(續)

單晶河風力場

本集團於單晶河風力場項目公司擁有40%實際股本權益，而其主要及控股股東，即中國節能環保集團公司旗下風力部附屬公司(合稱「中節能」，前稱中國節能投資公司(「中節能」))，則持有60%股本權益。單晶河風力場位於河北省，擁有200兆瓦風力發電量，乃分三階段發展。首階段涉及40.5兆瓦風力發電量，已於二零一零年一月開始商業營運，而第二及第三階段牽涉合共159.5兆瓦風力發電量，於二零一零年九月投入營運。於二零一零年之上網電量，包括於投入商業營運前，在試行及試運期間內輸出之電力，約達372,760,000千瓦時，較可行性研究報告之預測高約25%。由於鄰近電力需求地區，只有不足1%限電情況。

昌馬風力場

昌馬風力場為與中節能合作之合營項目，位於甘肅省。本集團擁有該項目公司40%實際權益。此風力發電量達201兆瓦之風力場於二零一零年十一月開始商業營運。儘管面對某程度限電，於二零一零年之上網電量，包括於投入商業營運前，在試行及試運期間內輸出之電力，約達387,550,000千瓦時。

臨沂垃圾發電廠

發電量達25兆瓦之臨沂垃圾發電廠為與中節能合作之合營項目，位於山東省。本集團擁有其40%權益。該廠於二零零七年九月開始商業營運，於二零一零年，該廠處理約244,000噸垃圾，輸出112,260,000千瓦時電力。

Business review (Continued)

Other Alternative Energy Projects

The construction of wind farm projects in Lunaobao of Hebei province and Siziwangqi of Inner Mongolia was completed and trial runs were finished in 2010. The 100.5 MW Lunaobao wind farm, 30% owned by the Group, is a joint venture with CECEP. The wholly-owned 49.5 MW wind farm in Siziwangqi is only the first phase (“Siziwangqi Phase I”) of a large investment that can be further developed into a 1,000 MW wind power base. Both wind farms were under commissioning stage before final commercial operation. However, around 84.82 million KWh and 42.82 million KWh of power had already been dispatched and sold to the grid by the Lunaobao wind farm and Siziwangqi wind farm respectively during 2010.

Apart from these projects, the Group expanded the potential project pipeline in 2010. An additional 1,600 MW capacity was accumulated as at 31 December 2010. Memorandum of understanding (“MOU”) or co-development framework agreements were signed.

Outlook

Commencing the Twelfth Five-Year Programme for National Economic and Social Development (“12th FYP”) which covers 2011 to 2015, the government in China (the “Chinese Government”) will focus on transforming the country’s growth model, both to boost domestic consumption and to reduce carbon intensity in order to facilitate long term sustainable development. Over capacity in the traditional capital intensive, capacity-building sectors will be curbed. Reform will be introduced for energy and environmental factors. In addition, the targets for seven new low-carbon related growth sectors (of which alternative energy is a part) accounting for 15% of GDP by 2020 and non-fossil energy accounting for 15% of primary energy consumption by 2020, will imply substantial growth potentials for the alternative energy sector during the 12th FYP.

Nuclear, hydro, wind and solar power will be encouraged to grow during the 12th FYP with wind power taking the lion-skin of the incremental expansion of alternative energy.

Policy support and financial incentives, such as tariff subsidy and tax relief, in favour of the alternative energy operators will continue in the foreseeable future. Wind projects in the north-western regions, such as our projects in Changma, Gansu and Siziwangqi in Inner Mongolia might be subject to further tax incentives benefiting from the “North-Western Development Incentives”.

業務回顧(續)

其他替代能源項目

位於河北省綠腦包及內蒙古四子王旗之風力場項目建設工程及調試已經於二零一零年完成。發電量為100.5兆瓦之綠腦包風力場為與中節能合作之合營項目，本集團擁有其30%權益。另本集團全資擁有、發電量為49.5兆瓦之四子王旗風力場，僅屬於大型投資之第一期(「四子王旗一期」)，該投資可進一步發展成1,000兆瓦之發電基地。兩座風力場在最終投入商業營運前，正進行試運。然而，於二零一零年，綠腦包及四子王旗風力場已分別向電網輸出及售出約84,820,000千瓦時及42,820,000千瓦時之電力。

除此等項目外，本集團於二零一零年擴大有潛力項目的儲備。截至二零一零年十二月三十一日，已累積額外1,600兆瓦發電量，已簽訂諒解備忘錄或共同開發框架協議。

前景

隨著涵蓋二零一一至二零一五年之國家經濟及社會發展第十二個五年計劃(「十二五計劃」)的開始，中國政府(「中國政府」)將集中改革國家增長模式，以刺激內需及減低碳濃度，從而促進長遠持續發展，並將會遏抑傳統資本密集、量產行業中產能過剩的情況，同時作出改革，以顧及能源與環保因素。此外，從訂立七大新低碳增長行業(替代能源為其中之一)於二零二零年佔全國生產總值15%，與及非化石能源於二零二零年佔基本用電15%之目標，替代能源行業於十二五計劃中之龐大發展潛力可見一斑。

十二五計劃將鼓勵發展核能、水力發電、風力發電及太陽能，而風力發電將於替代能源逐步擴展中擔綱領導角色。

有利於替代能源營運商之政策支持及財政鼓勵，如電費補助及稅項寬減，將於可見未來持續。於西北地區之風力項目，如本集團位於甘肅昌馬及內蒙古四子王旗之項目，可能因為「西北部大開發鼓勵計劃」而得享額外稅務優惠。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Outlook (Continued)

Considerable efforts and resources have been put in place by the Chinese Government to improve the power transmission grid and develop the “smart” grid system. The Chinese Government is planning to spend around RMB4 trillion on power grid infrastructures by 2020. Improvement on power dispatch curtailment, which has been a major issue commonly experienced by the alternative energy industry, is anticipated.

A series of merger and acquisition on wind equipment suppliers, as part of the industry consolidation, is expected with the over-abundant manufacturing capacities. The market price of wind turbines, which is a major component of the overall project cost, will likely to come down further as a result. Returns on wind farm project development would therefore increase accordingly.

It is the Group's intention to take advantage of this encouraging business and market environment to expedite the development of the 1,600 MW wind farm project pipeline into premium wind farms. In addition, new potential wind farms in the southern part of China are being explored that will further expand the Group's project pipeline. The Group will also opportunistically evaluate potential merger and acquisition opportunities of both “Greenfield” and “Brownfield” wind farm projects.

On existing projects, the Group is working on preparing the Siziwangqi Phase I project and the Lunaobao wind farm project into commercial operation in early 2011. Proper controls over operating expenses, including maintenance costs, will be taken to ensure that all operating alternative energy projects can continue to contribute steady revenue to the Group.

Bank financing for alternative energy project development is being explored. This may be a challenge this year as the Chinese Government has tightened up funding for capital expansion. Other financing sources or methods will be investigated to ensure the Group funding requirements are met.

Employees

As at the end of December 2010, the Group's operations in Hong Kong and mainland China employed a total of 103 employees. The Group had also appointed technical consultants on contract terms for its alternative energy projects. All employees are remunerated according to the nature of their jobs, their individual performances, the Group's overall performance, and the prevailing marketing conditions.

前景(續)

中國政府已付出竭誠努力並投放豐富資源，以改善輸電網及開發「智能」電網。中國政府現計劃耗資約人民幣40,000億元，於二零二零年前建設電網基建，預期將能改善替代能源業經常遭遇之主要限電問題。

因產能過剩，預期風力設備供應商將會進行連串作為行業整合的併購活動。風機為整體項目成本主要部分，其市價很可能因而進一步下降。風力場項目發展之回報亦將隨之增加。

本集團銳意善用此令人鼓舞之營商及市場環境，加快開發1,600兆瓦風力場項目，以建成優質風力場。此外，現正發掘中國南部有潛質之風力場新項目，進一步擴充本集團之項目儲備。本集團亦將乘此時機，評估「未開發」與「半開發」風力場項目之潛在併購機會。

在現有項目方面，本集團現正籌備四子王旗一期項目及綠腦包風力場項目於二零一一年初投入商業營運，並加強監控營運成本，包括運維開支，以確保所有營運中之替代能源項目可繼續為本集團帶來穩定收入。

就發展替代能源項目，現正尋求銀行融資，但由於中國政府收緊本年用於擴大資金之銀根因而可能構成挑戰。本集團將研究其他融資途徑或方法，以確保本集團有充裕資金滿足需求。

僱員

於二零一零年十二月底，本集團就香港及中國內地之業務聘用合共103名僱員。本集團亦以合約形式就替代能源項目委任技術顧問。所有僱員薪酬按彼等之工作性質、個人表現、本集團整體業績及當時市況而訂定。

Corporate Governance Report

企業管治報告

Corporate Governance Practices

Hong Kong Energy (Holdings) Limited (the “Company”, and with its subsidiaries, collectively, the “Group”) is committed to good corporate governance principles and practices and its board of directors (the “Directors” or the “Board”) recognizes that it is essential to safeguard the interests of shareholders, customers and employees and uphold accountability, transparency and responsibility of the Company.

The Company has applied the principles and complied with the code provisions (the “Code Provisions”) and recommended best practices set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2010, save for the deviations with considered reasons stated in the following relevant paragraphs.

Board of Directors

Board Composition

The Company has during the year ended 31 December 2010 maintained a balanced board. The Board currently comprises eight Directors with four Executive Directors, one Non-executive Director, and three Independent Non-executive Directors. Each Director possesses expertise and experience and provides checks and balances for safeguarding the interests of the Group and the shareholders as a whole. Biographical details of the Directors are set out in pages 27 to 30 of the Annual Report.

During the year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors with at least one Independent Non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. The independence of the Independent Non-executive Directors was assessed in accordance with the applicable Listing Rules. Each of the Independent Non-executive Directors has provided to the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of them to be independent.

企業管治常規

香港新能源(控股)有限公司(「本公司」, 連同其附屬公司合稱「本集團」)致力達致良好之企業管治原則及常規, 而其董事會(「董事」或「董事會」)明白, 有關原則及常規對保障股東、客戶及僱員之利益以及維持本公司問責性、透明度及責任方面攸關重要。

於截至二零一零年十二月三十一日止年度, 本公司一直採納上述原則, 並遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(「企管守則」)之守則條文(「守則條文」)及建議最佳常規, 惟若干具有合理理由之偏離情況除外, 有關詳情載於下文相關段落。

董事會

董事會之組成

本公司於截至二零一零年十二月三十一日止年度全年維持平衡之董事會。董事會目前由八名董事組成, 當中包括四名執行董事、一名非執行董事及三名獨立非執行董事。各董事均具備專業知識及經驗, 可收相互制衡之效, 以保障本集團及股東整體利益。董事之履歷詳情載於本年報第27至30頁。

董事會於整個年度均符合上市規則之規定, 委任最少三名獨立非執行董事, 當中最少一名為具備合適專業資格或會計或相關財務管理知識之獨立非執行董事。本公司根據適用上市規則評估獨立非執行董事之獨立性。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為, 所有獨立非執行董事均為獨立人士。

Corporate Governance Report (Continued)

企業管治報告(續)

Board of Directors (Continued)

Chairman and Chief Executive Officer

Under the Code Provision A.2.1, the roles of chairman and chief executive officer (“CEO”) should be separate and performed by different individuals. Under the current organization structure of the Company, the functions of CEO are performed by the Chairman, Mr. OEI Kang, Eric, with support from the Vice Chairman, the Managing Director and the other Executive Director. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company, and has been effective in discharging its responsibilities satisfactorily and facilitating the Company’s operation and business development. The Board will review the structure from time to time to ensure it continues to meet the principle and will consider segregation of the roles of chairman and CEO if and when appropriate.

Responsibilities of Directors

The Board is responsible for the leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs and formulating business strategies with a view to maximizing its financial performance and shareholders’ value.

All newly appointed Directors are given comprehensive documentations of the business operations of the Group and regulatory and statutory requirements as director together with briefing meetings with senior executives of the Group. Directors are provided with continuous updates on the latest changes in the Listing Rules, corporate governance practices and other relevant laws and regulations and are encouraged to participate in continuous professional development seminars to update their knowledge for discharging directors’ responsibilities.

The Company has arranged appropriate liability insurance to indemnify the Group’s Directors for their liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

Delegation by the Board

The management, consisting of the Executive Directors of the Company along with other senior executives, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day operations of the Group. Executive Directors and senior executives meet regularly to review the performance of the businesses of various business units of the Group as a whole, co-ordinate overall resources and make financial and operation decision. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

董事會(續)

主席及行政總裁

根據守則條文第A.2.1條，主席及行政總裁（「行政總裁」）應獨立區分且由不同人士擔任。根據本公司目前之組織架構，行政總裁之職能由主席黃剛先生履行，並由副主席、董事總經理及其他執行董事提供支援。董事會認為，此架構將不會削弱董事會與本公司管理層之權力及職權平衡，且有效妥善地履行責任及有助本公司之營運及業務發展。董事會將不時檢討該架構以確保繼續符合原則，並考慮於適當時候分開主席及行政總裁之角色。

董事責任

董事會負責本集團之領導及監控工作，透過指導及監督本集團事務及制定業務策略增強財務表現及股東價值，共同負責推動本集團邁向成功。

所有新委任之董事均獲發有關本集團業務運作及作為董事之規管及法定規定之全套文件，並與本集團高級行政人員進行簡報會議。董事獲持續提供有關上市規則、企業管治常規守則以及其他相關法例及規例之最新變動更新資料，本公司亦鼓勵彼等參與持續專業發展研討會，以更新彼等對履行董事職責之知識。

本公司已安排適當責任保險，以彌償本集團董事因企業活動產生之責任。本公司每年檢討保險範圍。

董事會授權

管理層（包括本公司執行董事連同其他高級行政人員），獲授權負責執行董事會不時採納之政策及方針，以推行本集團日常業務。執行董事與高級行政人員定期會面，整體審查本集團各業務單位之業務表現、調整整體資源以及作出財務及經營決定。董事會亦就管理權力提供清晰指引，包括管理層須作出匯報之情況，並定期審查授權安排以確保該等安排符合本集團需求。

Board of Directors (Continued)

Nomination, Appointment and Re-election of Directors

All new appointment of Directors and nomination of Directors proposed for re-election at the annual general meeting are first considered by the Nomination Committee. The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. Details of the role and function as well as a summary of the work performed by the Nomination Committee are set out under the heading of "Nomination Committee" below.

In accordance with the Company's articles of association, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation but are eligible for re-election by shareholders at the annual general meeting provided that every Director is subject to retirement by rotation at least once every three years. New appointments to the Board are also subject to re-election by shareholders at the next following annual general meeting.

Under the Code Provision A.4.1, non-executive directors should be appointed for specific term and subject to re-election. However, all the Independent Non-executive Directors of the Company were appointed with no specific term, but are subject to aforesaid rotation requirement in the Company's articles of association. The rotating Directors who are subject to retirement and re-election at the 2011 annual general meeting are set out on page 33.

Meetings of the Board and Board Committees

The Directors meet from time to time to discuss and exchange ideas on the affairs of the Company. The Board has set up four Board Committees, namely the Audit Committee, the Nomination Committee, the Remuneration Committee and the Investment Committee, for overseeing particular aspects of the Group's affairs.

董事會(續)

提名、委任及重選董事

所有新委任之董事及於股東週年大會候任重選之董事提名均先經由提名委員會初步考慮。提名委員會將按誠信、經驗、技能以及履行職責付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會之角色及職能以及所履行工作之概要載於下文「提名委員會」一節。

根據本公司之組織章程細則，當時三分之一之董事(或倘數目並非三(3)之倍數，則為最接近但不少於三分之一之數目)須於股東週年大會輪值退任，惟彼等符合資格獲股東重選連任，每名董事須至少每三年輪值退任一次。董事會之新委任董事亦須於下一屆股東週年大會由股東重選連任。

根據守則條文第A.4.1條，非執行董事須有固定任期及重選連任。然而，本公司全體獨立非執行董事並無固定任期，惟須受上述本公司組織章程細則之輪值退任規定所規限。於二零一一年股東週年大會輪值退任及重選連任之董事載於第33頁。

董事會及董事委員會會議

董事不時舉行會議，以討論本公司事務及交換意見。董事會亦已成立四個董事委員會，分別為審核委員會、提名委員會、薪酬委員會及投資委員會，以監察本集團各項事務。

Corporate Governance Report (Continued)

企業管治報告 (續)

Board of Directors (Continued)

Meetings of the Board and Board Committees (Continued)

During the year, the following meetings of the Board, the Audit Committee, the Nomination Committee, the Remuneration Committee and the Investment Committee were held and the attendance of the individual Directors at these meetings is set out in the table below:

董事會 (續)

董事會及董事委員會會議 (續)

年內，董事會、審核委員會、提名委員會、薪酬委員會及投資委員會曾舉行下列會議，各董事於該等會議之出席情況載於下表：

	Number of meetings attended/held				
	已出席／舉行會議數目				
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Investment Committee 投資委員會
Executive Directors 執行董事					
Mr. OEI Kang, Eric 黃剛先生	4/5	2/2 (Note 附註)	1/1 (Note 附註)	1/1 (Note 附註)	1/1
Mr. CHANG Li Hsien, Leslie 張立憲先生 (appointed on 1 September 2010) (於二零一零年九月一日獲委任)	2/2	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Dr. YUNG Pak Keung, Bruce 容伯強博士	5/5	2/2 (Note 附註)	1/1 (Note 附註)	1/1 (Note 附註)	1/1
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	5/5	2/2 (Note 附註)	1/1 (Note 附註)	1/1 (Note 附註)	1/1
Non-executive Directors 非執行董事					
Mr. Tanguy Vincent SERRA (appointed on 23 November 2010) (於二零一零年十一月二十三日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. LIU Zhixin 劉志新先生 (resigned on 1 September 2010) (於二零一零年九月一日辭任)	0/3	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Directors 獨立非執行董事					
Mr. ZHANG Songyi 張頌義先生	3/5	1/2	1/1	1/1	N/A 不適用
Mr. TANG Siu Kui, Ernest 鄧兆駒先生	5/5	2/2	1/1	1/1	N/A 不適用
Mr. YU Hon To, David 俞漢度先生	5/5	2/2	1/1	1/1	N/A 不適用

Note: The Executive Directors attended the relevant meetings as invitees.

附註：執行董事以受邀請人身份出席有關會議。

Board of Directors (Continued)

Meetings of the Board and Board Committees (Continued)

Notices of not less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least 3 days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When directors or committee members are unable to attend a meeting, they are advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting.

Minutes of the board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. All Directors have access to the company secretary who is responsible for ensuring that the board procedures are complied with and advising the Board on compliance matters.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries, all Directors confirmed that they have complied with the required standards set out in the Model Code during the year ended 31 December 2010.

The Company has also adopted a code for dealing in the Company's securities by relevant employees, who are likely to be in possession of unpublished price-sensitive information in relation to the securities of the Group, on no less exacting terms than the Model Code.

董事會(續)

董事會及董事委員會會議(續)

本公司就所有定期舉行之董事會會議發出不少於十四天通知，以向全體董事提供機會出席定期會議及將相關事項納入議程。就其他董事會及委員會會議而言，一般將會作出合理通知。於舉行會議前最少三天向董事送交議程及董事會文件，以確保彼等有充足時間審閱該等文件並就會議作充分準備。倘董事或委員會成員未能出席會議，彼等將於會議舉行前得悉將予討論之事項以使彼等獲得機會向主席發表彼等之意見。

董事會及委員會會議之會議記錄均充分載列董事會及委員會所考慮事項之詳情及所達成之決策，包括董事之任何提問。各董事會及委員會會議之會議記錄草擬本於會議舉行日期後一段合理時間內寄交董事，以獲取意見。全體董事均可與公司秘書聯絡，公司秘書須負責確保已遵守董事會程序，並就合規事宜向董事會提供意見。

董事有權於履行彼等之職務時徵求獨立專業意見，費用由本公司承擔，彼等亦獲鼓勵個別聯絡及諮詢本公司高級管理層。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為本身有關董事進行證券交易之操守守則。經作出具體查詢後，全體董事均確認，彼等於截至二零一零年十二月三十一日止年度一直遵守標準守則載列之規定標準。

本公司亦已採納相關僱員買賣本公司證券之守則，該等僱員可能擁有有關本集團證券之未公佈股價敏感資料。有關守則條款不會較標準守則寬鬆。

Remuneration Committee

The Company had established a Remuneration Committee with written terms of reference. The Remuneration Committee, chaired by an Independent Non-executive Director, comprises three members namely Mr. ZHANG Songyi, Mr. TANG Siu Kui, Ernest and Mr. YU Hon To, David, all of whom are Independent Non-executive Directors.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's remuneration policy and structure for Directors and senior management, and reviewing their remuneration packages. In arriving at its recommendations, the Remuneration Committee will consult with the Chairman and the CEO whenever it thinks fit and take into consideration factors such as the remuneration paid by comparable companies, skill, knowledge, time commitment and responsibilities of Directors.

During the year, the Remuneration Committee held one meeting and reviewed the remuneration policy and structure of Directors and the newly appointed Directors. No Director was involved in deciding his own remuneration at the meeting of the Committee. The attendance records of each member are set out on page 18. Details of the Directors' remuneration for the year are set out in note 9 to the consolidated financial statements.

Nomination Committee

The Company had established a Nomination Committee with written terms of reference. The Nomination Committee, chaired by an Independent Non-executive Director, comprises three members namely Mr. ZHANG Songyi, Mr. TANG Siu Kui, Ernest and Mr. YU Hon To, David, all of whom are Independent Non-executive Directors. The Nomination Committee held one meeting during the year and the attendance details of each member are set out on page 18.

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, identifying suitable candidates for directorship, assessing the independence of Independent Non-executive Directors, and making recommendations to the Board regarding any proposed appointment or re-appointment.

During the year, the work performed by the Nomination Committee includes assessing the qualification and experience of new candidates for directorship and making recommendation to the Board on such matter.

薪酬委員會

本公司已成立薪酬委員會，並制訂其書面職權範圍。薪酬委員會由一名獨立非執行董事擔任主席，包括三名成員張頌義先生、鄧兆駒先生及俞漢度先生，彼等均為獨立非執行董事。

薪酬委員會負責就本公司董事及高級管理層之薪酬政策及結構向董事會作出推薦建議，以及審閱彼等之薪酬組合。於達致其推薦建議時，薪酬委員會於其認為合適時諮詢主席及行政總裁，並考慮可比較公司所支付薪酬、董事之技術、知識、所付出時間及職責等因素。

年內，薪酬委員會曾舉行一次會議，以檢討董事及新委任董事之薪酬政策及結構。董事概無於委員會會議參與釐定彼本身之薪酬。各成員之出席記錄載於第18頁。年內董事薪酬詳情載於綜合財務報表附註9。

提名委員會

本公司已成立提名委員會，並制訂其書面職權範圍。提名委員會由一名獨立非執行董事擔任主席，包括三名成員張頌義先生、鄧兆駒先生及俞漢度先生，彼等均為獨立非執行董事。提名委員會於年內曾舉行一次會議，各成員之出席詳情載於第18頁。

提名委員會負責檢討董事會結構、規模及組成；物色適合擔任董事之候選人；評估獨立非執行董事之獨立性；以及就任何建議委任或重選連任向董事會作出建議。

年內提名委員會進行之工作包括評估董事新候選人之資格及經驗，並就有關事宜向董事會提供推薦意見。

Audit Committee

The Company had established an Audit Committee with written terms of reference which have been updated from time to time to align with the Code Provisions set out in the CG Code. The Audit Committee, chaired by an Independent Non-executive Director, comprises four members namely Mr. ZHANG Songyi, Mr. TANG Siu Kui, Ernest, Mr. YU Hon To, David, who are Independent Non-executive Directors and Mr. Tanguy Vincent SERRA, who is a Non-executive Director.

The principal responsibilities of the Audit Committee are to, inter alia, review and supervise the Group's financial reporting process, internal control and risk management procedures as well as oversee the adequacy of the accounting and financial reporting resources.

During the year, the Audit Committee held two meetings together with senior management and external auditor, the attendance details of each member are set out on page 18. The major work performed by the Audit Committee during the year included reviewing the interim and annual financial statements, the continuing connected transactions, the internal audit reports on the internal controls and risk management matters, as well as reviewing and recommending the re-appointment of external auditor.

Investment Committee

The Company had established an Investment Committee with written terms of reference. The Investment Committee, chaired by Mr. OEI Kang, Eric, comprises five members namely Mr. OEI Kang, Eric, Mr. CHANG Li Hsien, Leslie, Dr. YUNG Pak Keung, Bruce, Mr. LEUNG Wing Sum, Samuel, who are Executive Directors and Mr. Tanguy Vincent SERRA, who is a Non-executive Director.

The principal responsibilities of the Investment Committee are to, inter alia, reviewing and approving the Group's material capital expenditures, monitoring the execution of the investment on an ongoing basis, reviewing and approving periodically policies and guidelines governing the Group's investment portfolio and monitoring compliance with those policies.

During the year, the Investment Committee held one meeting and the attendance details of each member are set out on page 18. The major work performed by the Investment Committee during the year included reviewing the potential wind-farm projects and made recommendation to the Board on project investments.

審核委員會

本公司已成立審核委員會，並制訂其不時更新之書面職權範圍，貫徹企管守則所載守則條文。審核委員會由一名獨立非執行董事擔任主席，包括四名成員，分別為獨立非執行董事張頌義先生、鄧兆駒先生及俞漢度先生以及非執行董事Tanguy Vincent SERRA先生。

審核委員會之主要職責為(其中包括)審閱及監察本集團財務匯報程序、內部監控、風險管理程序以及監察會計及財務匯報資源是否足夠。

年內，審核委員會與高級管理層及外聘核數師曾舉行兩次會議，各成員之出席詳情載於第18頁。審核委員會年內主要進行之工作包括審閱中期及年度財務報表、持續關連交易、內部監控之內部審核報告、風險管理事宜，以及檢討外聘核數師之續聘及就此作出建議。

投資委員會

本公司已成立投資委員會，並制訂其書面職權範圍。投資委員會由黃剛先生擔任主席，包括五名成員，分別為執行董事黃剛先生、張立憲先生、容伯強博士及梁榮森先生以及非執行董事Tanguy Vincent SERRA先生。

投資委員會之主要職責為(其中包括)審閱及批准本集團重大資本開支、持續監察投資執行、定期審閱及批准規管本集團投資組合之政策及指引以及監察有否遵守該等政策。

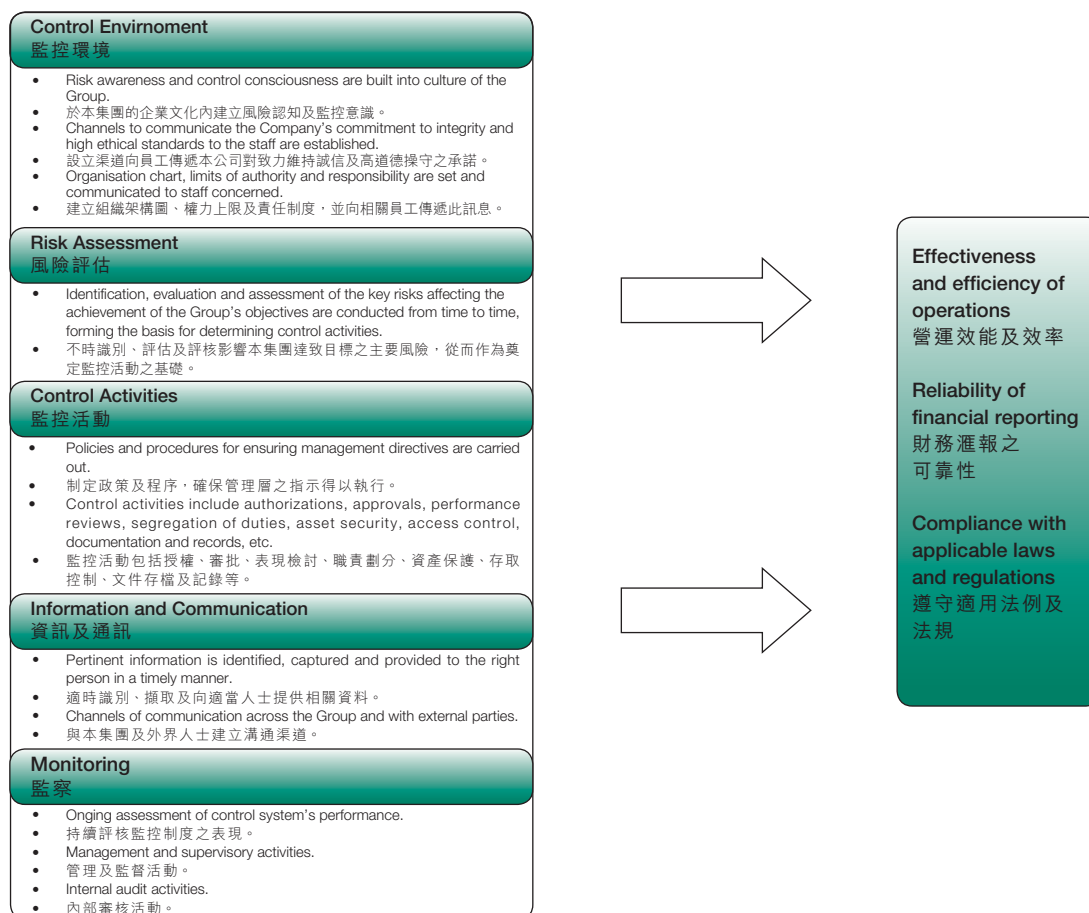
年內，投資委員會曾舉行一次會議，各成員之出席詳情載於第18頁。投資委員會年內主要進行之工作包括審閱潛在風力場項目，並就項目投資向董事會給予推薦意見。

Auditor's Remuneration

For the year ended 31 December 2010, the fees in respect of audit and non-audit services provided to the Group by the auditor amounted to approximately HK\$2,486,000 and HK\$4,433,000 respectively. The non-audit services mainly related to tax advisory services and corporate exercise professional fee.

Internal Controls

The Group has had in place an integrated framework of internal controls which is consistent with the COSO (the Committee of Sponsoring Organisations of the Treadway Commission) framework. Under the framework, the management is primarily responsible for the design, implementation and maintenance of internal controls while the Board and its audit committee oversee the actions of the management and monitor the effectiveness of the controls that have been put in place. The framework and activities taken are illustrated below:



核數師酬金

截至二零一零年十二月三十一日止年度，核數師就向本集團提供審核及非審核服務收取費用分別約2,486,000港元及4,433,000港元。非審核服務主要與稅務顧問服務及企業活動有關的專業費用。

內部監控

本集團已設立與COSO (the Committee of Sponsoring Organisation of the Treadway Commission)架構一致之內部監控綜合架構。根據該架構，管理層主要負責設計、實施及維持內部監控工作，而董事會及其審核委員會則負責監督管理層之行動及監察已實施監控制度之成效。該架構及所採取措施說明如下：

Internal Controls (Continued)

Control environment

The Group is a tightly-knit organization, the actions of management and its demonstrated commitment to effective governance and controls are therefore very transparent to all. The Group strives to conduct all business affairs based on good business ethics and accountability. We have in place a formal Code of Conduct & Business Ethics that is communicated to all staff members. We aim to build risk awareness and control responsibility into our culture and regard them as the foundation of our internal controls system.

No matter how well an internal controls system is conceived and operated, it is designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance. Recognising this, we maintain an effective internal audit function, the Internal Control and Risk Management (“ICRM”) Department, whose main features include:

- (i) independence from operational management;
- (ii) fully empowered auditors with access to all data and every operation of the Group;
- (iii) adequate resources and well qualified and capable staff; and
- (iv) risk-based auditing, concentrating on areas with significant risks or where significant changes have been made.

Risk management

The management has an ongoing process to identify, evaluate and manage the risks faced by the Group. Each risk is rated in terms of probability of occurrence and potential impact on performance, which serves as a basis for better priority setting and resource allocation. Mitigation strategies and plans with respect to each key risk identified are developed and implemented, which include establishing or enhancing internal controls and procedures.

Heads of the departments, projects and business units also review and analyse the key risks associated with achieving the objectives of their particular departments, activities and businesses from time to time to provide reasonable assurance that controls are both embedded and effective within the business.

內部監控(續)

監控環境

本集團之組織架構緊密，管理層之行為及其對達致有效管治與監控之承諾皆有跡可尋，對所有員工之透明度極高。本集團致力按良好商業道德操守及問責制進行所有業務事宜，並已訂立正式的商業道德與行為守則，且已知會全體員工。本集團旨在於企業文化內建立風險意識及監控責任，並視之為其內部監控制度之基礎。

無論內部監控制度之構思及運作如何完善，其亦為管理而非消除無法達致業務目標之風險而設，故僅可提供合理而非絕對之保證。有見及此，本集團維持有效內部審核職能(即內部監控及風險管理部(「內部監控部」))，其主要特色包括：

- (i) 獨立於營運管理；
- (ii) 全面賦予審計師權利可查閱本集團所有數據及營運資料；
- (iii) 具備充足資源以及資歷深厚且能幹之員工；及
- (iv) 推行以風險為本的審計工作，集中具重大風險或曾作出重大變動之範疇。

風險管理

管理層持續識別、評估及管理本集團所面對風險。各風險以發生機會率及對集團表現之潛在影響進行評級，作為訂立更佳優先次序及資源分配之基礎。本集團已就減輕所識別各主要風險制定及執行策略及計劃，當中包括建立或加強內部監控措施及程序。

各部門、項目及業務單位之主管亦會不時檢討及分析與達致其部門、活動及業務目標相關之主要風險，以合理地確保各種監控措施在相關業務中繼續有效地運作。

Corporate Governance Report (Continued)

企業管治報告(續)

Internal Controls (Continued)

Control processes

The Board establishes and maintains a sound internal controls system through the following major processes:

- (i) Systems and procedures are in place to identify and measure risks on an ongoing basis. Senior management reviews and defines the risk assessment process and monitor the progress of risk mitigation plans.
- (ii) An organization structure with defined lines of responsibility and delegation of authority is devised.
- (iii) The Board reviews its strategic plans and objectives on an annual basis.
- (iv) Financial performance is analysed against budget with variances being accounted for and appropriate actions are taken to rectify deficiencies.
- (v) Policies and procedures on key control activities are established to ensure management directives are carried out.
- (vi) Ranges of activities including approvals, authorization, verifications, recommendations, performance reviews, asset security and segregation of duties are identified and implemented.
- (vii) The ICRM Department conducts reviews on the effectiveness of the Group's system of internal controls and tests key business processes and controls in accordance with its audit plan, including following up the implementation of management actions. The ICRM Department reports directly to the Audit Committee and the CEO and has direct access to the Board through the Audit Committee.

內部監控(續)

監控程序

董事會透過下列主要程序，建立及維持有效之內部監控制度：

- (i) 建立制度及程序，持續識別及計算風險。高級管理人員檢討及界定風險評估程序及監控風險舒緩計劃之進度。
- (ii) 制定具清晰職責及授權範圍之組織架構。
- (iii) 董事會每年檢討其策略計劃及目標。
- (iv) 將財務表現與預算作比較分析，考慮當中差異，並採取適當行動以修訂不足之處。
- (v) 對主要監控活動制定政策及程序，確保管理層之指示得以執行。
- (vi) 識別及推行一系列措施，當中包括：批准、授權、核實、建議、表現檢討、資產保護及職責劃分。
- (vii) 內部監控部對本集團內部監控制度效能進行檢討，並根據其審核計劃測試主要業務流程及監控，包括跟進管理層所訂立行動方案之執行情況。內部監控部直接向審核委員會及行政總裁匯報，並透過審核委員會直接與董事會聯絡。

Internal Controls (Continued)

Review of internal control effectiveness

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness. The ICRM Department reports on reviews of the business processes and control activities, including action plans to address any identified control weaknesses. The management evaluates and conducts assessments of the overall system of internal controls, with action plans to enhance the overall control system. External auditors also report on any control issues identified in the course of their work. Taking these into consideration, the Audit Committee reviews the effectiveness of the Group's system of internal controls at least once each year and reports to the Board on such reviews.

In respect of the year ended 31 December 2010, the Board considered the internal controls system effective and adequate. No significant areas of concern that might affect the operational, financial reporting, and compliance functions of the Group were identified. The scope of this review covers the adequacy of resources, qualification and experience of staff of the Group's accounting and financial reporting function and their training and budget.

Price-sensitive information

With respect to procedures and internal controls for the handling and dissemination of price-sensitive information, the Group has performed the following actions:

- (i) Management and relevant personnel are made aware of the Group's obligations under the Listing Rules and the overriding principle that information which is expected to be price-sensitive and/or the subject of a major decision should be announced immediately.
- (ii) Management and relevant personnel are required to conduct the Group's affairs with close regard to the "Guide on Disclosure of Price-sensitive Information" and "Recent Economic Developments and the Disclosure Obligations of Listed Issuers" issued by the Stock Exchange in 2002 and 2008 respectively.
- (iii) The Group has established a Code for Securities Dealing applicable to those employees likely to have access to unpublished price-sensitive information.
- (iv) Members of the Group's top management are identified and authorised to act as the Group's spokespersons and respond to external enquiries.

內部監控(續)

檢討內部監控效能

董事會負責本集團之內部監控制度及檢討其效能。內部監控部匯報業務流程及監控活動的檢討結果，包括針對經確認監控弱點的行動方案。管理層評估及評審整體內部監控制度，並提出行動計劃以加強整體監控制度。外聘核數師亦會匯報其工作中識別之任何監控問題。審核委員會計及該等因素，至少每年檢討本集團內部監控制度效能一次，並就有關檢討結果向董事會匯報。

就截至二零一零年十二月三十一日止年度而言，董事會認為，內部監控制度屬有效及足夠。概無發現任何可能影響本集團營運、財務報告及守規職能之相關重大事項。該審閱範圍涵蓋本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及彼等之培訓及預算是否充足。

股價敏感資料

就有關處理及發放對股價敏感資料之程序及內部監控方面，本集團已採取下列措施：

- (i) 管理層及有關人員得悉本集團於上市規則下之責任及凌駕原則，即時公佈預期會影響股價之敏感資料及／或用作重大決定之資料。
- (ii) 管理層及有關人員需恪守聯交所分別於二零零二年及二零零八年頒佈之《股價敏感資料披露指引》及《有關近期經濟發展情況及上市發行人的披露責任》，以進行本集團之事務。
- (iii) 本集團已訂立買賣證券守則，適用於可能取得未經刊發股價敏感資料之員工。
- (iv) 本集團已選定高級管理層成員，並授權彼等擔任本集團發言人，以回應外界提問。

Directors' Responsibility for the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2010 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows. In preparing the financial statements, the Directors have adopted generally accepted accounting standards in Hong Kong and suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on the going concern basis.

The statement of the Company's auditor about their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report on pages 60 to 61.

Communication with Shareholders

The Board believes regular and timely communication with shareholders forms part of the Group's effort to help our shareholders understand our business better. Copies of the annual reports and interim reports of the Company are distributed to its shareholders in accordance with statutory and regulatory requirements and also to interested parties recorded in the Company's mailing lists. The publications of the Company, including financial reports, circulars and announcements, are also available on the Company's website at www.hkenergy.com.hk.

The Company acknowledges that general meetings are good communication channel with the shareholders. At the general meeting, each substantially separate issue will be considered by a separate resolution, including the election of individual directors, and the poll procedures will be clearly explained. The Chairman of the Board and the Chairmen of the relevant Board Committees are available to attend the annual general meeting to interface with and answer questions from the shareholders.

董事於財務報表之責任

董事知悉彼等須負責編製截至二零一零年十二月三十一日止年度財務報表，真實及公平地反映本公司及本集團之業務狀況以及本集團之業績及現金流量。編製財務報表時，董事已採納並持續應用香港公認會計準則及適當之會計政策，作出審慎、公平及合理之判斷及評估，並按持續經營基準編製財務報表。

本公司核數師就彼等對本公司財務報表之申報責任聲明載於第60至61頁之獨立核數師報告書。

與股東之溝通

董事會相信，定期及適時與股東溝通為本集團致力協助股東更深入瞭解本集團業務其中一環。本公司根據法定及監管規定向股東及於本公司郵寄名單中記錄之有意人士寄發本公司年報及中期報告。本公司之刊物，包括財務報告、通函及公佈亦於本公司網站 www.hkenergy.com.hk 可供查閱。

本公司明白股東大會為與股東溝通之良好渠道。於股東大會，將以獨立決議案方式考慮各重大個別事項，包括選舉個別董事，本公司亦將清楚解釋按股數投票表決之程序。董事會主席及有關董事委員會主席均可出席股東週年大會，與股東交流並回答提問。

Directors and Management Executives

董事及行政管理人員

Mr. OEI Kang, Eric

(Executive Director, Chairman & Chief Executive Officer)

Mr. OEI Kang, Eric, aged 40, has been appointed as Executive Director, Chairman and Chief Executive Officer of the Company since 10 April 2008. He also holds several directorships in other members of the Group. Mr. OEI was educated in the USA and obtained a Bachelor's Degree in Economics (with a minor in Electrical Engineering), and a Master's Degree in Business Administration. Earlier in his career, he worked with Peregrine Securities Ltd. and PCCW Limited in Hong Kong, the LG Group in Seoul and McKinsey & Co. in Los Angeles, USA. Mr. OEI is currently an Executive Director of HKC (Holdings) Limited ("HKC"), the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the controlling shareholder of the Company. He is also a director of certain subsidiaries of HKC. Mr. OEI is also a director and a shareholder of Claudio Holdings Limited, the controlling shareholder of HKC.

Mr. CHANG Li Hsien, Leslie

(Executive Director & Vice Chairman)

Mr. CHANG Li Hsien, Leslie, aged 56, is an Executive Director and the Vice Chairman of the Company since 1 September 2010. He also serves as a director of certain members of the Group. Mr. CHANG was graduated from George Mason University in U.S.A., he is a certified public accountant in the State of New York, a member of The American Institute of Certified Public Accountants and The Hong Kong Institute of Certified Public Accountants.

Mr. CHANG started his career at US Office of KPMG (formerly known as KPMG Peat Marwick) (the "Firm") and became a partner specializing in the financial services industry. He was also the Firm's director of Chinese Practice in the United States. He then joined CITIC Pacific Ltd in 1994 and was an Executive Director and the Deputy Managing Director of the company. He also served as an alternate director on the board of Cathay Pacific Airways Limited. Both CITIC Pacific Ltd and Cathay Pacific Airways Limited are listed on the main board of the Stock Exchange.

Since 1 September 2010, Mr. CHANG has been appointed as an Executive Director and the Chief Executive Officer of HKC. He is also an independent non-executive director of Pou Sheng International (Holdings) Limited, a company listed on the main board of the Stock Exchange.

黃剛先生

(執行董事、主席兼行政總裁)

黃剛先生，四十歲，自二零零八年四月十日起出任本公司執行董事、主席兼行政總裁職務，彼並於本集團其他成員公司出任董事職務。黃先生於美國升學，持有經濟學學士學位(副修電機工程)，以及持有工商管理碩士學位。彼曾任職於百富勤證券有限公司、香港電訊盈科有限公司、首爾(漢城) LG Group及美國洛杉磯McKinsey & Co.。黃先生現時為香港聯合交易所有限公司(「聯交所」)主板上市之香港建設(控股)有限公司(「香港建設」)(本公司之控股股東)之執行董事，彼同時亦為香港建設之若干附屬公司的董事。黃先生是 Claudio Holdings Limited (香港建設之控股股東)之董事及股東。

張立憲先生

(執行董事兼副主席)

張立憲先生，56歲，自二零一零年九月一日起獲委任為本公司執行董事兼副主席。彼亦為本集團若干成員公司的董事。張先生於美國 George Mason University 畢業，彼為美國紐約註冊會計師、美國會計師公會及香港會計師公會會員。

張先生於美國畢馬威會計師事務所 (KPMG) (「該會計師事務所」，前稱畢馬域會計師行 (KPMG Peat Marwick)) 開展其事業，成為合夥人，專責金融服務業。彼亦曾為該會計師事務所之中國業務總經理。其後於一九九四年加入中信泰富有限公司，曾任該公司執行董事及副董事總經理。彼亦曾擔任國泰航空有限公司董事會之替代董事。中信泰富有限公司及國泰航空有限公司均為聯交所主板上市公司。

自2010年9月1日，張先生被委任為香港建設之執行董事兼行政總裁。彼亦為聯交所主板上市公司寶勝國際(控股)有限公司之獨立非執行董事。

Directors and Management Executives (Continued)

董事及行政管理人員(續)

Dr. YUNG Pak Keung, Bruce

(Executive Director & Managing Director)

Dr. YUNG Pak Keung, Bruce, aged 49, has been appointed as Executive Director and Managing Director of the Company since 4 September 2009. He also holds several directorships in other members of the Group. Reporting to the Chairman and Chief Executive Officer of the Group, Dr. YUNG oversees the operations of the Company, its subsidiaries and projects in the Mainland China. Dr. YUNG is a veteran in the energy industry with over 25 years working experience across Europe, Asia and in particular China during the last 15 years. Prior to joining the Group, Dr. YUNG was the Vice President of BP in China. Dr. YUNG has also held senior management positions in Entergy Power Group (the IPP arm of Entergy Power Corporation) in China and British Gas plc in the UK before joining BP. Dr. YUNG has a BSc(Hons) and a PhD degree in Chemical Engineering from University of Birmingham and a MBA from Henley Management College. He is a Corporate Member of the UK Institution of Chemical Engineers and Institution of Gas Engineers; and is an alumnus of the Advanced Management Program at Harvard Business School in the US. He is also a director of certain subsidiaries of HKC.

Mr. LEUNG Wing Sum, Samuel

(Executive Director)

Mr. LEUNG Wing Sum, Samuel, aged 47, has been appointed as Executive Director and Chief Financial Officer of the Company since 1 December 2008. He joined the Group in April 2008 as Qualified Accountant of the Company. He also holds several directorships in other members of the Group. Mr. LEUNG is a certified practising accountant of CPA Australia. Mr. LEUNG obtained a Master's Degree in Business from RMIT University of Australia. He has over 20 years' experience in auditing and finance management with an international audit firm and other major conglomerates in Hong Kong. Prior to joining the Group, Mr. LEUNG was a director of internal control and risk management of HKC. He is currently also a director of certain subsidiaries of HKC.

容伯強博士

(執行董事兼董事總經理)

容伯強博士，四十九歲，自二零零九年九月四日起出任本公司執行董事兼董事總經理職務。彼亦於本集團其他成員公司出任董事職務。容博士負責本公司及其於國內分公司及投資項目之營運，其工作將直接向本集團主席兼行政總裁匯報。容博士乃資深的能源業專才，在歐亞地區累積逾25年豐富工作經驗，過去15年間更一直在中國工作。加入本集團前，容博士於英國石油公司國內分公司擔任副總裁。容博士加入英國石油公司前，亦曾任職於Entergy Power Corporation國內分公司(為Entergy Power Group之獨立電力生產業務)及英國燃氣公司(British Gas plc)擔任高級管理層職位。容博士持有英國伯明翰大學化學工程榮譽學士學位及哲學博士學位，並且在英國Henley Management College取得工商管理碩士學位。容博士為英國化學工程師學會及燃氣工程師學會之企業會員，並於美國哈佛商學院(Harvard Business School)修畢高級管理課程。彼亦為香港建設之若干附屬公司的董事。

梁榮森先生

(執行董事)

梁榮森先生，四十七歲，自二零零八年十二月一日起出任本公司執行董事兼首席財務官職務，彼於二零零八年四月加入本集團為合資格會計師，彼並於本集團其他成員公司出任董事職務。梁先生為澳洲執業會計師公會執業會計師。梁先生取得澳洲RMIT大學之商業碩士學位，並於一家國際核數師事務所及香港其他主要大型企業累積逾二十年核數及財務管理經驗。梁先生於加入本集團前，為香港建設之內部監控及風險管理董事。彼現時亦為香港建設之若干附屬公司的董事。

Mr. Tanguy Vincent SERRA

(Non-executive Director)

Mr. Tanguy Vincent SERRA, aged 32, has been appointed as Non-executive Director of the Company since 23 November 2010. He is also a member of the Audit Committee of the Company. Mr. SERRA is a vice president of TPG and is based in San Francisco and focuses on TPG's efforts in clean tech investing. He joined TPG in 2004 in the London office and worked for three years in Asia in the Singapore and Hong Kong offices. Mr. SERRA graduated from Ecole Supérieure de Commerce de Paris in 2001. Previously, he held the position of alternate director to a non-executive director of Parkway Holdings Limited (listed on the Singapore Stock Exchange) from 2008 to 2010.

Mr. ZHANG Songyi

(Independent Non-executive Director)

Mr. ZHANG Songyi, aged 55, has been appointed as Independent Non-executive Director of the Company since 10 April 2008. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. ZHANG obtained a Juris Doctor degree from Yale University in 1985. Mr. ZHANG currently serves in senior management and advisory capacities in several companies, including acting as the chairman of Mandra Capital, a senior advisor of Morgan Stanley Asia Limited, a director of SINA Corporation which is a company listed on the NASDAQ Stock Market. Mr. ZHANG is currently an independent non-executive director of China Longyuan Power Group Corporation Limited, the shares of which are listed on the Stock Exchange. He was a non-executive director of China Lumena New Materials Corp. (formerly known as "Lumena Resources Corp.") (resigned on 1 April 2011), the shares of which are listed on the Stock Exchange and a director of Suntech Power Holdings Co., Ltd., a company listed on the New York Stock Exchange, in the last three years.

Tanguy Vincent SERRA先生

(非執行董事)

Tanguy Vincent SERRA先生，32歲，自二零一零年十一月二十三日起獲委任為本公司非執行董事，彼亦為本公司審核委員會之成員。SERRA先生為TPG之副總裁，駐三藩市，專注TPG之環保科技投資工作。彼於二零零四年加入TPG之倫敦辦事處，在亞洲區之新加坡及香港辦事處工作三年。SERRA先生於二零零一年在巴黎高等商業學校(Ecole Supérieure de Commerce de Paris)畢業。在此之前，於二零零八年至二零一零年期間，彼曾出任新加坡證券交易所上市公司Parkway Holdings Limited非執行董事之替任董事職位。

張頌義先生

(獨立非執行董事)

張頌義先生，五十五歲，自二零零八年四月十日起獲委任為本公司獨立非執行董事。彼同時亦為本公司審核委員會、提名委員會及薪酬委員會之成員。張先生於一九八五年取得耶魯大學法學博士學位。張先生現於數間公司擔任高級管理層的職務，其中包括為Mandra Capital的主席，摩根士丹利亞洲有限公司的高級顧問及一家於納斯達克證券市場上市的公司SINA Corporation的董事。張先生目前為聯交所上市公司龍源電力集團股份有限公司之獨立非執行董事。在過去三年，彼曾任聯交所上市公司中國旭光新材料集團有限公司(前稱「旭光資源有限公司」)之非執行董事(於二零一一年四月一日辭任)及Suntech Power Holdings Co., Ltd.(一家於紐約證券交易所上市的公司)的董事。

Directors and Management Executives (Continued)

董事及行政管理人員(續)

Mr. TANG Siu Kui, Ernest

(Independent Non-executive Director)

Mr. TANG Siu Kui, Ernest, aged 60 has been appointed as Independent Non-executive Director of the Company since 10 April 2008. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. TANG is a solicitor in private practice and at present a partner and a consultant of two law firms respectively. Mr. TANG graduated from The University of Hong Kong with a Bachelor's Degree of Laws and is admitted as a solicitor in Hong Kong, England and Australia. He is also a China Appointed Attesting Officer by the Ministry of Justice of China.

Mr. YU Hon To, David

(Independent Non-executive Director)

Mr. YU Hon To, David, aged 63, has been appointed as Independent Non-executive Director of the Company since 10 April 2008. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. YU is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He obtained a Bachelor of Social Science from The Chinese University of Hong Kong. Mr. YU was formerly a partner of an international accounting firm with extensive experience in corporate finance. He is the Vice Chairman of MCL Partners Limited, a Hong Kong-based financial advisory and investment firm.

Mr. YU is currently an independent non-executive director of TeleEye Holdings Limited (a company listed on the GEM board of the Stock Exchange; stock code: 8051) as well as the following companies listed on the main board of the Stock Exchange, namely China Datang Corporation Renewable Power Company Limited (Stock Code: 1798), Sateri Holdings Limited (Stock Code: 1768), Great China Holdings Limited (stock code: 141), Haier Electronics Group Co., Limited (stock code: 1169), Media Chinese International Limited (which is also listed in Malaysia; Hong Kong stock code: 685, Malaysia stock code: 5090), One Media Group Limited (stock code: 426), Playmates Holdings Limited (stock code: 635), Synergis Holdings Limited (stock code: 2340), and VXL Capital Limited (stock code: 727). He was a former independent non-executive director of Hantec Investment Holdings Limited (now known as Cinda International Holdings Limited) (stock code: 111), and Shun Cheong Holdings Limited (stock code: 650), which are listed on the Stock Exchange, in the last three years. He was also an independent director of BALtrans Holdings Limited, which was listed on the main board with stock code: 562, but was delisted in April 2008.

鄧兆駒先生

(獨立非執行董事)

鄧兆駒先生，六十歲，自二零零八年四月十日起獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會之成員。鄧先生為私人執業律師，目前分別為兩間律師事務所的合夥人及顧問。鄧先生畢業於香港大學，持有法律學士學位，為香港、英國及澳洲認可律師，彼亦為中國司法部的中國委託公證人。

俞漢度先生

(獨立非執行董事)

俞漢度先生，六十三歲，自二零零八年四月十日起獲委任為本公司獨立非執行董事。彼同時亦為本公司審核委員會、提名委員會及薪酬委員會之成員。俞先生為英格蘭及威爾士特許會計師協會之資深會員及香港會計師公會會員。彼持有香港中文大學社會科學學士學位。俞先生曾為一間國際會計師行之合夥人，對於企業財務具有豐富經驗。彼為偉業資本有限公司之副董事長，該公司專門從事投資及財務顧問工作。

俞先生目前亦出任千里眼控股有限公司(該公司於聯交所創業板上市；股份代號：8051)，以及下列公司(該等公司均於聯交所主板上市)之獨立非執行董事，包括中國大唐新能源股份有限公司(股份代號：1798)、賽得利控股有限公司(股份代號：1768)、大中華集團有限公司(股份代號：141)、海爾電器集團有限公司(股份代號：1169)、世界華文媒體有限公司(此公司亦於馬來西亞上市；香港股份代號：685，馬來西亞股份代號：5090)、萬華媒體集團有限公司(股份代號：426)、彩星集團有限公司(股份代號：635)、新昌管理集團有限公司(股份代號：2340)及卓越金融有限公司(股份代號：727)。在過去三年，彼曾為聯交所上市的公司亨達國際控股有限公司(現已更改名稱為信達國際控股有限公司)(股份代號：111)及順昌集團有限公司(股份代號：650)之獨立非執行董事。彼曾為保昌控股有限公司(股份代號：562)之獨立董事，該公司曾於主板上市，但已於二零零八年四月除牌。

Report of the Directors

董事會報告書

The directors (the “Directors” or the “Board”) of Hong Kong Energy (Holdings) Limited (the “Company”) have pleasure in presenting to shareholders of the Company (the “Shareholders”) their report together with the audited financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2010.

Principal Activities and Geographical Analysis of Operations

The Company is an investment holding company. The principal activities of the Group are alternative energy business and software development business. The activities of its principal subsidiaries and associated companies are set out in pages 140 to 143 of the consolidated financial statements. An analysis of the Group’s performance for the year ended 31 December 2010 by geographical and business segments is set out in note 5 to the consolidated financial statements.

Results and Appropriations

The results of the Group for the year ended 31 December 2010 are set out in the consolidated statement of comprehensive income on page 62.

The Directors do not recommend the payment of final dividend for the year ended 31 December 2010 (2009: Nil).

Closure of Register of Members

The forthcoming annual general meeting of the Company will be held on 1 June 2011 (“AGM”). In order to determine the identity of members who are entitled to attend and vote at the AGM, all transfers of ordinary shares accompanied by the relevant share certificates must be lodged with the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on 27 May 2011.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group and the Company during the year are set out in note 15 to the consolidated financial statements.

Share Capital and Warrants

Details of movements in the share capital and warrants of the Company during the year are set out in note 24 to the consolidated financial statements.

香港新能源(控股)有限公司(「本公司」)董事(「董事」或「董事會」)欣然向本公司股東(「股東」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一零年十二月三十一日止年度之報告書及經審核財務報表。

主要業務及營業地區分析

本公司為投資控股公司。本集團主要從事替代能源業務及軟件開發業務。其主要附屬公司及聯營公司之業務載於綜合財務報表第140至143頁。截至二零一零年十二月三十一日止年度，本集團按地域及業務分部劃分之業績分析列於綜合財務報表附註5。

業績及分派

本集團截至二零一零年十二月三十一日止年度之業績載於第62頁綜合全面收入報表。

董事不建議就截至二零一零年十二月三十一日止年度派付末期股息(二零零九年：無)。

暫停股份過戶登記

本公司應屆股東週年大會(「股東週年大會」)將於二零一一年六月一日舉行。為釐定有權出席應屆股東週年大會並於大會上投票之股東身份，所有普通股過戶文件連同有關股票，最遲須於二零一一年五月二十七日下午四時三十分前送達本公司於香港之股份過戶登記分處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716室。

物業、機器及設備

年內，本集團及本公司之物業、機器及設備變動詳情載於綜合財務報表附註15。

股本及認股權證

年內，本公司之股本及認股權證詳情載於綜合財務報表附註24。

Report of the Directors (Continued)

董事會報告書(續)

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Articles of Association of the Company and there is no restriction against such rights under the laws of the Cayman Islands.

Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 25 to the consolidated financial statements.

Distributable Reserves

Distributable reserves of the Company as at 31 December 2010, calculated in accordance with the Companies Law of the Cayman Islands (as revised), amounted to HK\$1,189.87 million (2009: HK\$241.81 million).

Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 144.

Donations

During the year, the Group made no charitable and other donations (2009: Nil).

Directors

The Directors during the year and up to the date of this report were:

Executive Directors

Mr. OEI Kang, Eric (*Chairman and Chief Executive Officer*)

Mr. CHANG Li Hsien, Leslie (*Vice Chairman*)

(*appointed on 1 September 2010*)

Dr. YUNG Pak Keung, Bruce (*Managing Director*)

Mr. LEUNG Wing Sum, Samuel

Non-executive Directors

Mr. Tanguy Vincent SERRA

(*appointed on 23 November 2010*)

Mr. LIU Zhixin

(*resigned on 1 September 2010*)

Independent non-executive Directors

Mr. ZHANG Songyi

Mr. TANG Siu Kui, Ernest

Mr. YU Hon To, David

優先認股權

本公司之組織章程細則並無有關優先認股權之條文，而開曼群島法例亦無對優先認股權有所限制。

儲備

年內，本公司及本集團之儲備變動詳情載於綜合財務報表附註25。

可供分派儲備

本公司於二零一零年十二月三十一日之可供分派儲備，按照開曼群島公司法(經修訂)計算為1,189,870,000港元(二零零九年：241,810,000港元)。

五年財務概要

本集團過去五個財政年度之業績以及資產及負債概要載於第144頁。

捐款

年內，本集團並無作出慈善及其他捐款(二零零九年：無)。

董事

年內及於本報告日期之董事如下：

執行董事

黃剛先生(*主席兼行政總裁*)

張立憲先生(*副主席*)

(*於二零一零年九月一日獲委任*)

容伯強博士(*董事總經理*)

梁榮森先生

非執行董事

Tanguy Vincent SERRA先生

(*於二零一零年十一月二十三日獲委任*)

劉志新先生

(*於二零一零年九月一日辭任*)

獨立非執行董事

張頌義先生

鄧兆駒先生

俞漢度先生

Directors (Continued)

At the AGM, Mr. OEI Kang, Eric and Mr. LEUNG Wing Sum, Samuel will retire from office by rotation in accordance with Article 85 of the articles of association of the Company (the “Articles of Association”) and being eligible, will offer themselves for re-election to serve for another term. Further, Mr. CHANG Li Hsien, Leslie and Mr. Tanguy Vincent SERRA who were newly appointed by the Board on 1 September 2010 and 23 November 2010 respectively, will also retire from office in accordance with Article 84 of the Articles of Association and will offer themselves for re-election as directors of the Company.

The Company has received from each Independent Non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange and the Company considered all of them to be independent.

Directors' Service Contracts

No Director proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Share Option Schemes

The Company's existing share option scheme (the “HKE Option Scheme”) was adopted on 27 May 2008. Particulars of the HKE Option Scheme are set out below:

(a) Purpose

The principal purposes are to recruit and retain high calibre Eligible Persons (as defined below) and attract human resources that are valuable to the Group or any entity in which any member of the Group holds an equity interest (“Invested Entity” or “Invested Entities”), to recognise the significant contributions of the Eligible Persons to the growth of the Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in the Company and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the Group or Invested Entities.

董事(續)

根據本公司組織章程細則(「組織章程細則」)第85條之規定，黃剛先生及梁榮森先生將於股東週年大會輪值告退，惟符合資格並願意應選連任。此外，根據組織章程細則第84條之規定，分別於二零一零年九月一日及二零一零年十一月二十三日獲董事會新委任之張立憲先生及Tanguy Vincent SERRA先生亦將退任，並願意應選連任本公司董事。

本公司已根據聯交所證券上市規則(「上市規則」)第3.13條接獲各獨立非執行董事之年度獨立身份確認函，本公司認為全體獨立非執行董事均為獨立人士。

董事服務合約

概無於股東週年大會應選連任之董事與本公司或其任何附屬公司訂立本集團不可於一年內予以終止而毋須賠償之服務合約(法定賠償除外)。

購股權計劃

本公司現有購股權計劃(「香港新能源購股權計劃」)於二零零八年五月二十七日採納。香港新能源購股權計劃之詳情如下：

(a) 目的

主要目的為聘請及留聘優秀之合資格人士(定義見下文)以及吸引對本集團或旗下任何成員公司持有股本權益之任何實體(「投資實體」)有價值之人力資源，透過提供機會讓合資格人士取得本公司之擁有權權益，表揚彼等對本集團或投資實體之增長所作出重大貢獻，並進一步鼓勵及獎勵該等合資格人士繼續為本集團或投資實體之長遠成功作出貢獻。

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

(b) Eligible Persons

Any employee (whether full time or part time), senior executive or officer, manager, director (including executive, non-executive and independent non-executive director) or consultant of any members of the Group or any Invested Entity who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity.

(c) Maximum number of shares available for issue

The total number of shares of the Company available for issue under the HKE Option Scheme is 63,103,475 shares which represent 7.36% of the issued share capital of the Company as at the date of this Annual Report.

(d) Maximum entitlement of each Eligible Person

The total number of shares of the Company issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Person must not exceed 1% of the shares of the Company in issue; and
- (ii) a substantial shareholder or an Independent Non-executive Director of the Company must not exceed 0.1% of the shares of the Company in issue and not exceed HK\$5 million in aggregate value.

(e) Period within which the shares must be taken up under an option

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

購股權計劃(續)

(b) 合資格人士

董事會全權酌情認為任何曾經或將會對本集團或任何投資實體之增長及發展作出貢獻之本集團旗下任何成員公司或任何投資實體之任何全職或兼職僱員、高級行政人員或主要人員、經理、董事(包括執行董事、非執行董事及獨立非執行董事)或顧問。

(c) 可供發行股份之最高數目

根據香港新能源購股權計劃可供發行之本公司股份總數為63,103,475股，相當於本公司於本年報日期之已發行股本7.36%。

(d) 各合資格人士之最高限額

於授出之任何十二個月期間，行使已授出購股權(不論已獲行使或尚未行使)時已發行及將向下列人士發行之本公司股份總數：

- (i) 每名合資格人士，不得超過本公司已發行股份1%；
- (ii) 本公司主要股東或獨立非執行董事，不得超過本公司已發行股份0.1%及總值5,000,000港元。

(e) 根據購股權須認購股份之期間

購股權須於其獲授出日期起計10年或董事會可能於授出時指明之較短期間內行使。

Share Option Schemes (Continued)

(f) Minimum period, if any, for which an option must be held

At the time of the grant of an option, the Board must specify the minimum period(s), if any, for which an option must be held before it can be exercised.

(g) Period open for acceptance of an option and amount payable upon acceptance

An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1.0 must be paid upon acceptance.

(h) Basis of determining the subscription price of an option

The exercise price must be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

(i) Remaining life

HKE Option Scheme has a life of 10 years and will expire on 27 May 2018 unless otherwise terminated in accordance with the terms of the HKE Option Scheme.

購股權計劃(續)

(f) 必須持有購股權之最短期限(如有)

於購股權授出時，董事會須訂明其可行使前必須持有之購股權最短期限(如有)。

(g) 接納購股權之期限以及接納時應付之金額

提呈授出之購股權可自提呈日期起計十個營業日期間內供接納，接納時須支付1.0港元代價。

(h) 釐定購股權認購價之基準

行使價須最少為以下較高者：(i)股份於授出日期在聯交所每日報價表所列收市價；(ii)股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。

(i) 餘下年期

除非另行根據香港新能源購股權計劃之條款終止，否則香港新能源購股權計劃年期為十年，將於二零一八年五月二十七日屆滿。

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Movements of share options granted under the HKE Option Scheme during the year are as follows:

購股權計劃(續)

於年內根據購股權計劃已授出購股權之變動詳情如下：

Name of Directors	Nature of interest	Number of share options 購股權數目			Outstanding at 31 December 2010	Date of grant	Exercise period (Note 3)	Exercise price per share (HK\$)
		Outstanding at 1 January 2010	Granted (Note 2)	Adjustment made during the year (Note 1)				
		於二零一零年 一月一日 尚未行使	已授出 (附註2)	於二零一零年 年內作出之 調整 (附註1)	於二零一零年 十二月 三十一日 尚未行使	授出日期	行使期(附註3)	每股行使價 (港元)
Mr. CHANG Li Hsien, Leslie 張立憲先生	Personal 個人	-	1,000,000	-	1,000,000	1 September 2010 二零一零年九月一日	1 September 2011 to 31 August 2013 二零一一年九月一日至 二零一三年八月三十一日	0.570
		-	1,500,000	-	1,500,000	1 September 2010 二零一零年九月一日	1 September 2012 to 31 August 2014 二零一二年九月一日至 二零一四年八月三十一日	0.570
		-	2,500,000	-	2,500,000	1 September 2010 二零一零年九月一日	1 September 2013 to 31 August 2015 二零一三年九月一日至 二零一五年八月三十一日	0.570
Dr. YUNG Pak Keung, Bruce 容伯強博士	Personal 個人	-	1,000,000	100,000	1,100,000	20 January 2010 二零一零年一月二十日	20 January 2011 to 19 January 2013 二零一一年一月二十日至 二零一三年一月十九日	0.764 (Note 1) (附註1)
		-	1,500,000	150,000	1,650,000	20 January 2010 二零一零年一月二十日	20 January 2012 to 19 January 2014 二零一二年一月二十日至 二零一四年一月十九日	0.764 (Note 1) (附註1)
		-	2,500,000	250,000	2,750,000	20 January 2010 二零一零年一月二十日	20 January 2013 to 19 January 2015 二零一三年一月二十日至 二零一五年一月十九日	0.764 (Note 1) (附註1)

Share Option Schemes (Continued)

購股權計劃(續)

Name of Directors	Nature of interest	Number of share options 購股權數目			Outstanding at 31 December 2010	Date of grant	Exercise period (Note 3)	Exercise price per share (HK\$)
		Outstanding at 1 January 2010	Granted (Note 2)	Adjustment made during the year (Note 1)				
董事姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出 (附註2)	年內作出之 調整 (附註1)	於二零一零年 十二月 三十一日 尚未行使	授出日期	行使期(附註3)	每股行使價 (港元)
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	Personal 個人	-	500,000	50,000	550,000	20 January 2010 二零一零年一月二十日	20 January 2011 to 19 January 2013 二零一一年一月二十日至 二零一三年一月十九日	0.764 (Note 1) (附註1)
		-	750,000	75,000	825,000	20 January 2010 二零一零年一月二十日	20 January 2012 to 19 January 2014 二零一二年一月二十日至 二零一四年一月十九日	0.764 (Note 1) (附註1)
		-	1,250,000	125,000	1,375,000	20 January 2010 二零一零年一月二十日	20 January 2013 to 19 January 2015 二零一三年一月二十日至 二零一五年一月十九日	0.764 (Note 1) (附註1)
Total 總計		-	12,500,000	750,000	13,250,000			

Notes:

- In accordance with the HKE Option Scheme, the exercise price of the share option was adjusted from HK\$0.840 per share to HK\$0.764 per share, and the total number of shares to be issued upon exercise of the outstanding share options was also adjusted correspondingly on 1 June 2010 as a result of the bonus issue of shares by the Company in June 2010. Such adjustments took retroactive effect from 30 April 2010, being the day immediately following the record date.
- The closing price of the shares of the Company immediately before the date on which the share options were granted on 20 January 2010 and 1 September 2010 were HK\$0.727 (adjusted) and HK\$0.530 respectively.
- The share options will be vested and exercisable subject to the attainment of the performance target as determined by the Board.
- No share option was exercised, cancelled or lapsed during the year.

附註:

- 根據香港新能源購股權計劃，由於本公司於二零一零年六月曾發行紅股，故購股權行使價已由每股0.840港元調整為每股0.764港元，而因尚未行使購股權獲行使而可發行之股份數目亦於二零一零年六月一日作出相應調整。該等調整由二零一零年四月三十日(即緊隨記錄日期下一日)起追溯地生效。
- 緊接於二零一零年一月二十日及二零一零年九月一日授出購股權前一日，本公司股份之收市價分別為0.727港元(經調整)及0.530港元。
- 購股權須待達至董事會所定的表現目標後方獲歸屬及行使。
- 於年內，概無購股權獲行使、被註銷或已失效。

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Using the Binominal model, the fair value of 7,500,000 share options granted on 20 January 2010 (adjusted to 8,250,000 share options) was HK\$2,939,697 for the year under review. The significant inputs into the model were share price of HK\$0.764 (adjusted) at the grant date, exercise price of HK\$0.764 (adjusted), volatility of ranging from 60% to 72%, dividend yield of 0%, an expected option life of 3 years to 5 years and on normal risk-free interest rate ranging from 1.003% to 1.877%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 20 January 2011 to 19 January 2015.

The fair value of 5,000,000 share options granted on 1 September 2010 was HK\$1,375,985 for the year under review. The significant inputs into the model were share price of HK\$0.570 at the grant date, exercise price of HK\$0.570, volatility of ranging from 65% to 69%, dividend yield of 0%, an expected option life of 3 years to 5 years and on normal risk-free interest rate ranging from 0.507% to 1.071%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 1 September 2011 to 31 August 2015.

The value of the share options is subject to a number of assumptions and with regard to the limitation of model. Therefore, the value may be subjective and difficult to determine.

Save as disclosed above, no share option was granted, exercised, cancelled nor lapsed during the year ended 31 December 2010 under the HKE Option Scheme.

購股權計劃(續)

使用二項式模型計算，於二零一零年一月二十日授出之7,500,000份購股權(已調整為8,250,000份購股權)於回顧年內之公平值為2,939,697港元。輸入該模型的重大變數為於授出日期之股價0.764港元(經調整)、行使價0.764港元(經調整)、波幅介乎60%至72%、股息率0%、購股權預期年期3年至5年，並按無風險利率介乎1.003%至1.877%計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零一一年一月二十日至二零一五年一月十九日。

於二零一零年九月一日授出之5,000,000份購股權於回顧年內之公平值為1,375,985港元。輸入該模型的重大變數為於授出日期之股價0.570港元、行使價0.570港元、波幅介乎65%至69%、股息率0%、購股權預期年期3年至5年，並按無風險利率介乎0.507%至1.071%計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零一一年九月一日至二零一五年八月三十一日。

購股權之價值受到多項假設及定價模式限制所影響。因此，其價值可能較主觀及難以釐定。

除上文披露者外，於截至二零一零年十二月三十一日止年度，概無任何購股權根據香港新能源購股權計劃獲授出、行使、註銷或已失效。

Share Option Schemes (Continued)

Share options of associated corporation of the Company:

The existing share option scheme of HKC (Holdings) Limited (the “HKC Option Scheme”) was adopted on 16 June 2006. Particulars of the HKC Option Scheme are set out below:

(a) Purpose

The principal purposes are to recruit and retain high caliber Eligible Persons (as defined below) and attract human resources that are valuable to the HKC and its subsidiaries (the “HKC Group”) or any entity in which any member of the HKC Group holds an equity interest (“Invested Entity”) or Invested Entities, to recognise the significant contributions of the Eligible Persons to the growth of the HKC Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in HKC and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the HKC Group or Invested Entities.

(b) Eligible Persons

Any employee (whether full time or part time), senior executive or officer, manager, director (including independent non-executive director) or consultant of any members of the HKC Group or any Invested Entity who, in the sole discretion of the HKC board, have contributed or will contribute to the growth and development of the HKC Group or any Invested Entity.

(c) Maximum number of shares available for issue

The total number of shares of HKC available for issue under the HKC Option Scheme is 632,990,383 shares which represent approximately 6.09% of the issued share capital of the HKC as at the date of this Annual Report.

(d) Maximum entitlement of each Eligible Person

The total number of shares of HKC issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Person must not exceed 1% of the shares of HKC in issue;
- (ii) a substantial shareholder or an Independent Non-executive Director of HKC must not exceed 0.1% of the shares of HKC in issue and not exceed HK\$5 million in aggregate value.

購股權計劃(續)

本公司相聯法團之購股權：

香港建設(控股)有限公司於二零零六年六月十六日採納現有購股權計劃(「香港建設購股權計劃」)。香港建設購股權計劃詳情載列如下：

(a) 目的

主要目的為聘請及留聘優秀之合資格人士(定義見下文)及吸引對香港建設及其附屬公司(「香港建設集團」)或旗下任何成員公司持有股本權益之任何實體(「投資實體」)或投資實體有價值之人力資源、透過提供機會讓合資格人士取得香港建設之擁有權權益，確認彼等對香港建設集團或投資實體之增長所作出之重大貢獻，並進一步鼓勵及獎勵該等合資格人士繼續為香港建設集團或投資實體之長遠成功作出貢獻。

(b) 合資格人士

香港建設董事會全權酌情認為任何曾經或將會對香港建設集團或任何投資實體之增長及發展作出貢獻之香港建設集團旗下任何成員公司或投資實體之全職或兼職僱員、高級行政人員或主要人員、經理、董事(包括獨立非執行董事)或顧問。

(c) 可供發行股份之最高數目

根據香港建設購股權計劃可供發行之香港建設股份總數為632,990,383股，相當於香港建設於本年報日期之已發行股本約6.09%。

(d) 各合資格人士之最高配額

於授出之任何十二個月期間，行使已授出購股權(不論已獲行使或尚未行使)時已發行及將予發行之香港建設股份總數：

- (i) 每名合資格人士不得超過香港建設已發行股份1%；
- (ii) 主要股東或香港建設獨立非執行董事不得超過本公司已發行股份0.1%及總值5,000,000港元。

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

(e) Period within which the shares must be taken up under an option

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the board of HKC may specify at the time of grant.

(f) Minimum period, if any, for which an option must be held

At the time of the grant of an option, the board of HKC must specify the minimum period(s), if any, for which an option must be held before it can be exercised.

(g) Period open for acceptance of an option and amount payable upon acceptance

An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1.0 must be paid upon acceptance.

(h) Basis of determining the subscription price of an option

The exercise price must be at least the higher of (i) the closing price of the shares as stated in daily quotations sheet on the Stock Exchange on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

(i) Remaining life

The HKC Option Scheme has a life of 10 years and will expire on 16 June 2016 unless otherwise terminated in accordance with the terms of the HKC Option Scheme.

購股權計劃(續)

(e) 根據購股權須認購股份之期間

購股權須於授出日期起計10年或董事會可能於授出時間指明之較短期間內行使。

(f) 持有購股權之最短期限(如有)

於購股權授出時，董事會須訂明其可行使前持有購股權之最短期限(如有)。

(g) 接納購股權之期限以及接納時應付之金額

提呈授出之購股權可自提呈日期起計十個營業日期間內繼續接納，接納時須支付1.0港元代價。

(h) 釐定購股權認購價之基準

行使價須最少為以下較高者：(i)股份於授出日期在聯交所每日報價表所列收市價；(ii)股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。

(i) 餘下年期

根據香港建設購股權計劃之條款，除非另行終止，否則香港建設購股權計劃年期為十年，並將於二零一六年六月十六日屆滿。

Share Option Schemes (Continued)

Movements of share options granted to the Directors under the HKC Option Scheme during the year are as follows:

購股權計劃(續)

於年內根據香港建設購股權計劃之購股權變動詳情如下：

Name of Directors	Nature of interest	Number of share options 購股權數目			Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$)
		Outstanding at 1 January 2010	Granted	Adjustment made during the year (Note 1)				
董事姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	於二零一零年 年內作出 之調整 (附註1)	於二零一零年 十二月 三十一日 尚未行使	授出日期	行使期	每股行使價 (港元)
Mr. Oei Kang, Eric 黃剛先生	Personal 個人	618,750	-	61,875	680,625	15 December 2006 二零零六年 十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.174 (Note 1) (附註1)
		1,031,250	-	103,125	1,134,375	15 December 2006 二零零六年 十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.174 (Note 1) (附註1)
		330,000	-	33,000	363,000	1 February 2008 二零零八年 二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
		495,000	-	49,500	544,500	1 February 2008 二零零八年 二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
		825,000	-	82,500	907,500	1 February 2008 二零零八年 二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)

Report of the Directors (Continued)
董事會報告書(續)

Share Option Schemes (Continued)

購股權計劃(續)

Name of Directors	Nature of interest	Number of share options 購股權數目			Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$)
		Outstanding at 1 January 2010	Granted	Adjustment made during the year (Note 1)				
董事姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	於二零一零年 年內作出 之調整 (附註1)	十二月 三十一日 尚未行使	授出日期	行使期	每股行使價 (港元)
Mr. OEI Kang, Eric 黃剛先生	Family 家族	618,750	-	61,875	680,625	15 December 2006 二零零六年 十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.174 (Note 1) (附註1)
		1,031,250	-	103,125	1,134,375	15 December 2006 二零零六年 十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.174 (Note 1) (附註1)
		330,000	-	33,000	363,000	1 February 2008 二零零八年 二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
		495,000	-	49,500	544,500	1 February 2008 二零零八年 二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
		825,000	-	82,500	907,500	1 February 2008 二零零八年 二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)

Share Option Schemes (Continued)

購股權計劃(續)

Name of Directors	Nature of interest	Number of share options 購股權數目			Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$)
		Outstanding at 1 January 2010	Granted	Adjustment made during the year (Note 1)				
董事姓名	權益性質	於二零一零年 一月一日 尚未行使	已授出	於二零一零年 年內作出 之調整 (附註1)	十二月 三十一日 尚未行使	授出日期	行使期	每股行使價 (港元)
Mr. CHANG Li Hsien, Leslie 張立憲先生	Personal 個人	-	6,000,000 (Note 2) (附註2)	-	6,000,000	1 September 2010 二零一零年九月一日	1 September 2011 to 31 August 2013 (Note 3) 二零一一年九月一日至 二零一三年八月三十一日 (附註3)	0.488
		-	9,000,000 (Note 2) (附註2)	-	9,000,000	1 September 2010 二零一零年九月一日	1 September 2012 to 31 August 2014 (Note 3) 二零一二年九月一日至 二零一四年八月三十一日 (附註3)	0.488
		-	15,000,000 (Note 2) (附註2)	-	15,000,000	1 September 2010 二零一零年九月一日	1 September 2013 to 31 August 2015 (Note 3) 二零一三年九月一日至 二零一五年八月三十一日 (附註3)	0.488
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	Personal 個人	1,320,000	-	132,000	1,452,000	15 December 2006 二零零六年 十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.174 (Note 1) (附註1)
		2,200,000	-	220,000	2,420,000	15 December 2006 二零零六年 十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.174 (Note 1) (附註1)

Report of the Directors (Continued)
董事會報告書 (續)

Share Option Schemes (Continued)

購股權計劃 (續)

Name of Directors	Nature of interest	Number of share options 購股權數目			Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$)
		Outstanding at 1 January 2010	Granted	Adjustment made during the year (Note 1)				
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	Personal 個人	440,000	-	44,000	484,000	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
		660,000	-	66,000	726,000	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
		1,100,000	-	110,000	1,210,000	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
Mr. LIU Zhixin 劉志新先生 (Resigned on 1 September 2010) (於二零一零年 九月一日辭任)	Personal 個人	1,980,000	-	198,000	2,178,000	15 December 2006 二零零六年 十二月十五日	15 December 2007 to 14 December 2016 二零零七年十二月十五日至 二零一六年十二月十四日	1.174 (Note 1) (附註1)
		3,300,000	-	330,000	3,630,000	15 December 2006 二零零六年 十二月十五日	15 December 2008 to 14 December 2016 二零零八年十二月十五日至 二零一六年十二月十四日	1.174 (Note 1) (附註1)
		594,000	-	59,400	653,400	1 February 2008 二零零八年二月一日	1 February 2009 to 31 January 2018 二零零九年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)

Share Option Schemes (Continued)

購股權計劃(續)

Name of Directors	Nature of interest	Number of share options 購股權數目			Outstanding at 31 December 2010	Date of grant	Exercise period	Exercise price per share (HK\$)
		Outstanding at 1 January 2010	Granted	Adjustment made during the year (Note 1)				
		於二零一零年 一月一日 尚未行使	已授出	於二零一零年 年內作出 之調整 (附註1)	於二零一零年 十二月 三十一日 尚未行使	授出日期	行使期	每股行使價 (港元)
Mr. LIU Zhixin 劉志新先生 (Resigned on 1 September 2010)	Personal 個人	891,000	-	89,100	980,100	1 February 2008 二零零八年二月一日	1 February 2010 to 31 January 2018 二零一零年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
(於二零一零年 九月一日辭任)		1,485,000	-	148,500	1,633,500	1 February 2008 二零零八年二月一日	1 February 2011 to 31 January 2018 二零一一年二月一日至 二零一八年一月三十一日	1.368 (Note 1) (附註1)
Total 總計		20,570,000	30,000,000	2,057,000	52,627,000			

Notes:

- In accordance with the HKC Option Scheme, the exercise prices of the share options were adjusted from HK\$1.291 per share and HK\$1.505 per share to HK\$1.174 per share and HK\$1.368 per share respectively, and the total number of shares to be issued upon exercise of the outstanding share options was also adjusted correspondingly on 1 June 2010 as a result of the bonus issue of shares by HKC in June 2010. Such adjustments took retroactive effect from 30 April 2010, being the day immediately following the record date.
- The closing price of the shares of HKC immediately before the date on which the share options were granted on 1 September 2010 was HK\$0.480.
- The share options will be vested and exercisable subject to the attainment of the performance target as determined by the HKC board of directors.
- No share option granted to the Directors under the HKC Option Scheme was exercised, cancelled or lapsed during the year.

附註:

- 根據香港建設購股權計劃，由於香港建設於二零一零年六月曾發行紅股，故購股權行使價已由每股1.291港元及每股1.505港元分別調整為每股1.174港元及每股1.368港元，而因尚未行使購股權獲行使而可發行之股份數目亦於二零一零年六月一日作出相應調整。該等調整由二零一零年四月三十日(即緊隨記錄日期下一日)起追溯地生效。
- 緊接於二零一零年九月一日授出購股權前一日，香港建設股份之收市價為0.480港元。
- 購股權須待達至香港建設董事會所定的表現目標後方獲歸屬及行使。
- 於年內，概無購股權按香港建設購股權計劃獲行使、被註銷或已失效。

Report of the Directors (Continued)

董事會報告書(續)

Share Option Schemes (Continued)

Using the Binominal Valuation model, the fair value of 30,000,000 share options granted on 1 September 2010 was HK\$5,658,878 for the year under review. The significant inputs into the model were share price of HK\$0.480 at the grant date, exercise price of HK\$0.488, volatility of ranging from 59% to 64%, dividend yield of 1.570%, an expected option life of 3 years to 5 years and on normal risk-free interest rate ranging from 0.507% to 1.071%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of weekly share prices over the last 12 months. The vesting period is between 1 September 2011 to 31 August 2015. The value of the share options is subject to a number of assumptions and with regard to the limitation of model. Therefore, the value may be subjective and difficult to determine.

Save as disclosed above, no share option was granted to the Directors, exercised, cancelled nor lapsed by the Directors during the year ended 31 December 2010 under the HKC Option Scheme.

購股權計劃(續)

使用二項式估值模型計算，於二零一零年九月一日授出之30,000,000份購股權於回顧年內之公平值為5,658,878港元。輸入該模型的重大變數為於授出日期之股價0.480港元、行使價0.488港元、波幅介乎59%至64%、股息率1.570%、購股權預期年期3年至5年，並按無風險利率介乎0.507厘至1.071厘計算。以持續複合股份回報率之標準偏差計算之波幅乃根據過往十二個月之每週股價統計分析計算。歸屬期由二零一一年九月一日至二零一五年八月三十一日。購股權之價值受到多項假設及定價模式限制所影響。因此，其價值可能較主觀及難以釐定。

除上文披露者外，於截至二零一零年十二月三十一日止年度，概無任何購股權根據香港建設購股權計劃獲授出、行使、註銷或已失效。

Directors' Interests in Securities

At 31 December 2010, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules adopted by the Company were as follows:

(i) Long positions in the shares and underlying shares of the Company:

Name of Directors	Nature of interest	Number of shares and underlying shares	Approximate percentage of existing issued share capital of the Company 佔本公司現有已發行股本概約百分比
董事姓名	權益性質	股份及相關股份數目	
Mr. OEI Kang, Eric 黃剛先生	Corporate ¹ 公司 ¹	2,088,349,249	243.664
	Personal ² 個人 ²	1,190,848	0.139
	Joint ³ 共同 ³	18,001,085	2.100
Mr. CHANG Li Hsien, Leslie 張立憲先生	Personal ⁴ 個人 ⁴	5,000,000	0.583
Dr. YUNG Pak Keung, Bruce 容伯強博士	Joint ⁵ 共同 ⁵	480,000	0.056
	Personal ⁶ 個人 ⁶	5,500,000	0.642
Mr. LEUNG Wing Sum, Samuel 梁榮森先生	Personal ⁷ 個人 ⁷	2,750,000	0.321

董事於證券之權益

於二零一零年十二月三十一日，各董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」))第XV部之股份、相關股份及債券中擁有登記於證券及期貨條例第352條規定存置的登記冊之權益及淡倉；或根據本公司採納之上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)規定須知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司股份及相關股份之好倉：

Report of the Directors (Continued)

董事會報告書(續)

Directors' Interests in Securities (Continued)

(i) Long positions in the shares and underlying shares of the Company: (Continued)

Notes:

1. Since as at 31 December 2010 HKC was held as to approximately 39.04% by Claudio Holdings Limited ("Claudio") (via its wholly-owned subsidiaries, Creator Holdings Limited ("Creator") and Genesis Capital Group Limited ("Genesis")), a company owned as to 50% by Mr. OEI Kang, Eric and as to the remaining 50% by his wife, Mrs. OEI Valonia Lau, Mr. OEI Kang, Eric is deemed to be interested in the same parcel of shares of the Company in which HKC is interested. The corporate interest of Mr. OEI Kang, Eric includes (i) an interest in 507,179,732 shares of the Company held by HKC; (ii) an interest in a zero coupon convertible note issued by the Company to HKC with a principal amount of RMB73.5 million carrying rights to convert into 82,126,965 shares of the Company at the conversion price of HK\$1.0113 per share (subject to adjustment); (iii) an interest in the 1,385,170,068 convertible preferred shares issued and allotted by the Company carrying rights to convert into shares of the Company at the initial conversion rate of 1 convertible preferred share to 1 share (subject to adjustment); and (iv) an interest in 43,292,891 underlying shares of the Company and an interest in 43,292,891 underlying shares of the Company in respect of warrants issued by the Company held by Genesis.
2. The personal interest of Mr. OEI Kang, Eric represents an interest in 1,190,848 underlying shares in respect of warrants issued by the Company.
3. The joint interest of Mr. OEI Kang, Eric represents an interest in 3,949,614 shares of the Company and an interest in 14,051,471 underlying shares in respect of warrants issued by the Company jointly held with his wife, Mrs. OEI Valonia Lau.
4. The personal interest of Mr. CHANG Li Hsien, Leslie represents an interest in 5,000,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
5. The joint interest of Dr. YUNG Pak Keung, Bruce represents an interest in 440,000 shares of the Company and 40,000 underlying shares in respect of warrants issued by the Company jointly held with his wife.
6. The personal interest of Dr. YUNG Pak Keung, Bruce represents an interest in 5,500,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.
7. The personal interest of Mr. LEUNG Wing Sum, Samuel represents an interest in 2,750,000 underlying shares in respect of options granted by the Company as detailed in "Share Option Schemes" section above.

董事於證券之權益(續)

(i) 於本公司股份及相關股份之好倉：(續)

附註：

1. 於二零一零年十二月三十一日，由於香港建設由 Claudio Holdings Limited ("Claudio") 持有約39.04% (通過其全資附屬公司創達集團有限公司 ("創達") 及華創集團有限公司 ("華創"))，而 Claudio 由黃剛先生及彼之妻子劉慧女士分別擁有50%，故黃剛先生被視為於香港建設擁有權益之同一批股份中擁有權益。黃剛先生之公司權益包括(i)香港建設所持507,179,732股股份權益；(ii)本公司向香港建設所發行本金額為人民幣73,500,000元附帶權利可按換股價每股1.0113港元(可予調整)轉換為82,126,965股股份之零息可換股票據權益；(iii)本公司所發行及配發附帶權利可按初步兌換率為1股可換股優先股兌換1股股份(可予調整)轉換為股份之1,385,170,068股可換股優先股權益；及(iv)由華創所持70,579,593股本公司股份及與本公司所發行認股權證有關之43,292,891股本公司相關股份權益。
2. 黃剛先生之個人權益指與於本公司所發行認股權證有關之1,190,848股相關股份權益。
3. 黃剛先生之共同權益指由彼與妻子劉慧女士共同持有之3,949,614股股份權益及與本公司所發行認股權證有關之14,051,471股相關股份權益。
4. 張立憲先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之5,000,000股相關股份權益。
5. 容伯強博士之共同權益指彼與彼之妻子共同持有之440,000股本公司股份權益及指與本公司所發行認股權證有關之40,000股相關股份權益。
6. 容伯強博士之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之5,500,000股相關股份權益。
7. 梁榮森先生之個人權益指與上文「購股權計劃」一節所詳述本公司所授出購股權有關之2,750,000股相關股份權益。

Directors' Interests in Securities (Continued)

(ii) Long positions in the shares and underlying shares of associated corporation of the Company:

董事於證券之權益(續)

(ii) 於本公司相聯法團股份及相關股份之好倉：

Name of associated corporation	Name of Directors	Nature of interest	Number of shares and underlying shares of the associated corporation	Approximate percentage of existing issued share capital of the associated corporation
相聯法團名稱	董事名稱	權益性質	相聯法團之股份及相關股份數目	佔相聯法團現有已發行股本概約百分比
HKC 香港建設	Mr. OEI Kang, Eric 黃剛先生	Personal ¹ 個人 ¹	20,897,310	0.201
		Corporate ² 公司 ²	4,529,345,273	43.637
		Joint ³ 共同 ³	126,242,591	1.216
	Family ⁴ 家族 ⁴	3,630,000	0.035	
	Mr. CHANG Li Hsien, Leslie 張立憲先生	Personal ⁵ 個人 ⁵	30,000,000	0.289
	Mr. LEUNG Wing Sum, Samuel 梁榮森先生	Personal ⁶ 個人 ⁶	6,292,000	0.061

Report of the Directors (Continued)

董事會報告書(續)

Directors' Interests in Securities (Continued)

(ii) Long positions in the shares and underlying shares of associated corporation of the Company:

(Continued)

Notes:

1. The personal interest of Mr. OEI Kang, Eric represents an interest in 17,267,310 underlying shares in respect of warrants issued by HKC and an interest in 3,630,000 underlying shares in respect of options granted by HKC as detailed in "Share options of associated corporation of the Company" section above.
2. The corporate interest of Mr. OEI Kang, Eric represents an interest in 1,321,841,532 shares of HKC held by Creator, and an interest in 2,730,623,382 shares of HKC and an interest in 476,880,359 underlying shares in respect of warrants issued by HKC held by Genesis. Creator and Genesis are wholly-owned subsidiaries of Claudio, a company owned as to 50% by Mr. OEI Kang, Eric and as to the remaining 50% by his wife, Mrs. OEI Valonia Lau.
3. The joint interest of Mr. OEI Kang, Eric represents an interest in 91,195,648 shares of HKC and an interest in 35,046,943 underlying shares in respect of warrants issued by HKC jointly held with his wife, Mrs. OEI Valonia Lau.
4. The family interest of Mr. OEI Kang, Eric represents an interest in 3,630,000 underlying shares in respect of options granted by HKC to Mrs. OEI Valonia Lau as detailed in "Share options of associated corporation of the Company" section above.
5. The personal interest of Mr. CHANG Li Hsien, Leslie represents an interest in 30,000,000 underlying shares in respect of options granted by HKC as detailed in "Share options of associated corporation of the Company" section above.
6. The personal interest of Mr. LEUNG Wing Sum, Samuel represents an interest in 6,292,000 underlying shares in respect of options granted by HKC as detailed in "Share options of associated corporation of the Company" section above.

Save as disclosed above, as at 31 December 2010, none of the Directors or chief executive of the Company held any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

董事於證券之權益(續)

(ii) 於本公司相聯法團股份及相關股份之好倉：(續)

附註：

1. 黃剛先生之個人權益指與香港建設所發行認股權證有關之17,267,310股相關股份權益及如上文「本公司相聯法團之購股權」所詳述與香港建設所授出購股權有關之3,630,000股相關股份權益。
2. 黃剛先生之公司權益指創達所持之1,321,841,532股香港建設股份權益，以及華創所持之2,730,623,382股香港建設股份權益及與香港建設所發行認股權證有關之476,880,359股相關股份權益。創達及華創為Claudio之全資附屬公司，該公司由黃剛先生及彼之妻子劉慧女士分別擁有50%。
3. 黃剛先生之共同權益指彼與妻子劉慧女士共同持有之91,195,648股香港建設股份權益，以及與香港建設所發行認股權證有關之35,046,943股相關股份權益。
4. 黃剛先生之家族權益指與上文「本公司相聯法團之購股權」一節所詳述香港建設所授出劉慧女士之購股權有關之3,630,000股相關股份權益。
5. 張立憲先生之個人權益指與上文「本公司相聯法團之購股權」一節所詳述香港建設所授出購股權有關之30,000,000股相關股份權益。
6. 梁榮森先生之個人權益指與上文「本公司相聯法團之購股權」一節所詳述香港建設所授出購股權有關之6,292,000股相關股份權益。

除上文披露者外，於二零一零年十二月三十一日，概無本公司董事或主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中，持有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例該等條文彼等被視為或當作擁有之權益及淡倉)；或根據證券及期貨條例第352條須記入該條文所指登記冊之權益或淡倉；或根據上市規則項下標準守則須知會本公司及聯交所之權益或淡倉。

Directors' Right to Acquire Shares or Debentures

Save as disclosed under the heading "Directors' Interests in Securities" above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement that enabled the Directors or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Interests in Competing Businesses

Mr. OEI Kang, Eric and Mr. CHANG Li Hsien, Leslie are executive directors of HKC and Dr. YUNG Pak Keung, Bruce and Mr. LEUNG Wing Sum, Samuel are directors of certain subsidiaries of HKC. One of the business activities of the HKC Group is alternative energy business in the PRC.

Mr. YU Hon To, David is an independent non-executive director of China Datang Corporation Renewable Power Company Limited which is engaged in alternative energy business.

Save as disclosed above, none of the Directors or their respective associate(s) was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Directors' and Controlling Shareholders' Interests in Contracts of Significance

Save as disclosed under the section headed "Connected Transactions" in this Report of the Directors and "Related Party Transactions" in note 33 to the consolidated financial statement, no contract of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Substantial Shareholders' Interests

As at 31 December 2010, the following persons (other than a Director or chief executive of the Company) had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

董事購買股份或債券之權利

除於上文「董事於證券之權益」一節披露者外，於本年內任何時間，本公司或其任何附屬公司概無訂立任何安排致使董事或彼等各自之配偶或18歲以下子女可藉購入本公司或任何其他法人團體之股份或債券而獲益。

董事在競爭業務之權益

黃剛先生及張立憲先生為香港建設之執行董事，而容伯強博士及梁榮森先生則為香港建設若干附屬公司之董事。香港建設集團其中一項業務為在中國從事替代能源業務。

俞漢度先生為中國大唐集團新能源股份有限公司之獨立非執行董事，該公司從事替代能源業務。

除上文披露者外，概無董事或彼等各自之聯繫人士於與本集團直接或間接構成或可能構成競爭之任何業務中擁有權益。

董事及控股股東於重大合約之權益

除根據本董事會報告內「關連交易」一節及綜合財務報表附註33「關聯方交易」所披露者外，本公司或其任何附屬公司概無訂立任何董事直接或間接擁有重大權益且於年終或年內任何時間仍屬有效之重大合約。

主要股東之權益

於二零一零年十二月三十一日，以下人士(董事或本公司主要行政人員除外)於本公司之股份及相關股份中擁有登記於證券及期貨條例第336條規定存置的登記冊之權益或淡倉：

Report of the Directors (Continued)

董事會報告書(續)

Long positions in the shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name	Nature of interest	Number of shares and underlying shares of the Company	Approximate percentage of the existing issued share capital of the Company 佔本公司現有已發行股本概約百分比
名稱／姓名	權益性質	本公司股份及相關股份數目	
HKC 香港建設	Beneficial owner ¹ 實益擁有人 ¹	1,974,476,765	230.378%
Mrs. OEI Valonia Lau 劉慧女士	Family ² 家族 ²	2,107,541,182	245.904%
Claudio	Corporate ³ 公司 ³	2,088,349,249	243.664%
Genesis 華創	Corporate ⁴ 公司 ⁴	113,872,484	13.286%
Mr. David BONDERMAN	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
Mr. James G. COULTER	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
Tarrant Capital Advisors, Inc.	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
Tarrant Advisors, Inc.	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
TPG Ventures Professionals, LP.	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
TPG Ventures Partners, LP.	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
TPG Ventures Holdings, LLC	Corporate ⁵ 公司 ⁵	560,000,000	65.340%

Long positions in the shares and underlying shares of the Company (Continued)

於本公司股份及相關股份之好倉(續)

Name	Nature of interest	Number of shares and underlying shares of the Company	Approximate percentage of the existing issued share capital of the Company
名稱/姓名	權益性質	本公司股份及相關股份數目	佔本公司現有已發行股本概約百分比
TPG Star Advisors, LLC	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
TPG STAR GenPar, LP.	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
TPG STAR, LP.	Corporate ⁵ 公司 ⁵	560,000,000	65.340%
STAR Butterfly Energy, Ltd	Corporate ⁵ 公司 ⁵	560,000,000	65.340%

Notes:

- The beneficial interest of HKC includes (i) an interest in 507,179,732 shares of the Company held by HKC; (ii) an interest in a zero coupon convertible note issued by the Company to HKC with a principal amount of RMB73.5 million carrying rights to convert into 82,126,965 shares of the Company at the conversion price of HK\$1.0113 per share (subject to adjustment); (iii) an interest in the 1,385,170,068 convertible preference shares issued and allotted by the Company carrying rights to convert into shares of the Company at the initial conversion rate of 1 convertible preference share to 1 share (subject to adjustment).
- Mrs. OEI Valonia Lau is deemed to be interested in the same parcel of shares of the Company in which Mr. OEI Kang, Eric is taken to be interested (as detailed in "Directors' Interests in Securities" section above).

附註：

- 香港建設之實益權益包括(i)香港建設所持507,179,732股本公司股份之權益；(ii)本公司向香港建設所發行本金額為人民幣73,500,000元附帶權利可按換股價每股1.0113港元(可予調整)轉換為82,126,965股本公司股份之零息可換股票據之權益；及(iii)本公司所發行及配發1,385,170,068股可換股優先股附帶權利可按初步兌換率為1股可換股優先股兌換1股本公司股份(可予調整)轉換為本公司股份之權益。
- 劉慧女士被視為於黃剛先生被當作擁有權益之同一批股份中擁有權益(如上文「董事於證券之權益」一節所詳述)。

Report of the Directors (Continued)

董事會報告書(續)

Long positions in the shares and underlying shares of the Company (Continued)

Notes: (Continued)

3. Claudio is beneficially interested in 39.04% of the issued share capital of HKC (via its wholly-owned subsidiaries, Creator and Genesis) and thus, is deemed to be interested in the same parcel of shares and underlying shares of the Company in which HKC is interested. In addition, as Genesis is a wholly-owned subsidiary of Claudio, and thus, Claudio is deemed to be interested in the same parcel of shares and underlying shares of the Company in which Genesis is interested.
4. The corporate interest of Genesis includes an interest in 70,579,593 shares of the Company and an interest in 43,292,891 underlying shares in respect of warrants issued by the Company.
5. The corporate interest includes an interest in 300,000,000 non-voting convertible preference shares of the Company carrying rights to convert into shares of the Company at the initial conversion rate of 1 preference share to 1 share (subject to adjustment) ("Preference Shares") held by STAR Butterfly Energy, Ltd ("STAR"); and a capital commitment right to require the Company to issue to STAR or its affiliate up to a maximum of 260,000,000 additional Preference Shares (subject to adjustment) at a price of HK\$0.75 per additional Preference Share.

Save as disclosed above, at 31 December 2010, the Company had not been notified by any person, other than Directors and chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO.

Connected Transactions

On 12 May 2010, the Company (as the Purchaser), Hong Kong Energy (Holdings) Ltd. (a company incorporated in the British Virgin Islands) (as the Vendor) and HKC (as the Vendor Guarantor) entered into a sale and purchase agreement (the "Sale and Purchase Agreement"), on the terms and subject to the conditions thereof pursuant to which the Purchaser agreed to acquire from the Vendor the entire issued share capital (the "Sale Share") of HKE (BVI) Limited (the "Target Company") which in turn beneficially holds certain attributable interests in all the wind farms and waste-to-energy plant for the HKC Group (excluding those held by the Group as at the date of the Sale and Purchase Agreement). The Purchaser also agreed to acquire from the HKC Group (excluding the Group) all rights and interests in the indebtedness owed by the Target Company and its subsidiaries to the HKC Group in the aggregate amount of HK\$1,001.1 million (the "Loans") on the terms and subject to the conditions set out in the Sale and Purchase Agreement (the "Acquisition").

於本公司股份及相關股份之好倉(續)

附註：(續)

3. Claudio實益擁有香港建設已發行股本之39.04%權益(通過其全資附屬公司創達及華創)，因此被視為於香港建設擁有權益之同一批本公司股份及相關股份中擁有權益。此外，由於華創為Claudio之全資附屬公司，因此，Claudio被視為於華創擁有權益之同一批公司股份及相關股份中擁有權益。
4. 華創之公司權益包括70,579,593股本公司股份權益及與本公司所發行認股權證有關之43,292,891股相關股份權益。
5. 公司權益包括由STAR Butterfly Energy, Ltd ([STAR])持有之300,000,000股本公司無投票權可換股優先股附帶權利可按初步兌換率為1股優先股兌換1股股份(可予調整)轉換為本公司股份([優先股])之權益；及可要求本公司按每股額外優先股0.75港元之價格向STAR或其聯屬人士發行最多260,000,000股額外優先股(可予調整)之資本承擔權利。

除上文披露者外，於二零一零年十二月三十一日，本公司並不知悉有任何人士(董事及本公司主要行政人員除外)於本公司之股份及相關股份中擁有登記於證券及期貨條例第XV部第336條規定存置的登記冊之權益或淡倉。

關連交易

於二零一零年五月十二日，本公司(作為買方)、香港新能源(控股)有限公司(於英屬處女群島註冊成立之公司)(作為賣方)及香港建設(作為賣方擔保人)訂立買賣協議([買賣協議])，據此，買方同意根據其條款及在其條件規限下，向賣方收購HKE (BVI) Limited ([目標公司])全部已發行股本([銷售股份])，而目標公司代香港建設集團實益持有於所有風力發電場及垃圾發電廠之若干應佔權益(於買賣協議日期由本集團持有之權益除外)。買方亦同意根據買賣協議所載條款及在其條件規限下，向香港建設集團(不包括本集團)收購目標公司及其附屬公司結欠香港建設集團總計1,001,100,000港元之債項([貸款])中之所有權利及權益([收購])。

Connected Transactions (Continued)

The consideration for the Sale Share and the Loans under the Sale and Purchase Agreement is HK\$1,018.1 million, payable on the completion by way of issue and allotment of 1,385,170,068 convertible preference shares (“CPSs”), credited as fully paid, by the Purchaser to the Vendor or its nominee(s). The CPSs, when issued, are convertible into new shares of the Company at the conversion rate of one CPS for one new share initially.

HKC is the controlling shareholder of the Company as at the date of the Sale and Purchase Agreement, accordingly, HKC is a connected person of the Company and the transactions contemplated under the Sale and Purchase Agreement constitute connected transactions for the Company under Chapter 14A of the Listing Rules and are subject to the approval of the independent shareholders of the Company at the extraordinary general meeting of the Company. At the extraordinary general meeting held on 26 July 2010 (the “EGM”), the resolutions approving the Sale and Purchase Agreement and the transactions contemplated thereunder were duly passed by the independent shareholders by way of poll, and HKC and its associates abstained from voting in the related resolutions.

The Acquisition completed on 31 August 2010. Details of the Acquisition are set out in the circular of the Company dated 30 June 2010.

Continuing Connected Transactions

On 14 August 2008, the Group entered into an Agreement for Office Space and Services Provision with HKC Group, in relation to the granting of a license to occupy and use the office space and the provision of management services by HKC to the Group, and the sharing of administrative expenses for the period from 1 August 2008 to 31 December 2010.

The entering into of the Agreement for Office Space and Services Provision and the transactions contemplated thereunder constitute continuing connected transactions (the “Continuing Connected Transactions”) of the Company under Rule 14A.14 of the Listing Rules, of which the granting of the license and the provision of the management services are subject to the reporting and announcement requirements under the Listing Rules. The annual caps for the granting of the license and the provision of the management services under the Agreement for Office Space and Services Provision in respect of the year ended 31 December 2010 are HK\$1,603,000 and HK\$6,942,000 respectively.

關連交易(續)

根據買賣協議就銷售股份及貸款應付之代價為1,018,100,000港元，由買方於完成時按向賣方或其代名人發行及配發1,385,170,068股入賬列作繳足之可換股優先股(「可換股優先股」)之形式支付。可換股優先股於發行後可初步按兌換率為一股可換股優先股兌換一股新股份而轉換為本公司新股份。

於買賣協議日期，香港建設為本公司之控股股東，因此，香港建設為本公司之關連人士，而根據上市規則第14A章，買賣協議項下擬進行之交易構成本公司持續關連交易，且須獲本公司獨立股東於本公司股東特別大會上批准。於二零一零年七月二十六日舉行之股東特別大會(「股東特別大會」)上，批准買賣協議及其項下擬進行之交易之決議案以投票表決方式獲獨立股東正式通過，而香港建設及其聯繫人士已就相關決議案放棄表決。

收購已於二零一零年八月三十一日完成。收購之詳情載於本公司日期為二零一零年六月三十日之通函。

持續關連交易

於二零零八年八月十四日，本集團與香港建設集團訂立辦公室共用及服務供應協議，內容有關由香港建設向本集團授出特許權，以於二零零八年八月一日至二零一零年十二月三十一日期間佔用及使用辦公室及提供管理服務以及分擔行政開支。

根據上市規則第14A.14條，訂立辦公室共用及服務供應協議及據此擬進行之交易構成本公司之持續關連交易(「持續關連交易」)，其中授出特許權及提供管理服務須遵守上市規則項下之申報及公告規定。就截至二零一零年十二月三十一日止年度，辦公室共用及服務供應協議項下授出特許權及提供管理服務之年度上限分別為1,603,000港元及6,942,000港元。

Report of the Directors (Continued)

董事會報告書(續)

Opinion from the Independent Non-executive Directors on the continuing connected transactions

In accordance with rule 14A.37 of the Listing Rules, the Independent Non-executive Directors of the Company have reviewed and approved the Continuing Connected Transactions and the Continuing Connected Transactions were carried out in accordance with the following principles:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms no less favourable than terms available from independent third parties;
- (c) in accordance with the terms of the relevant agreement governing the Continuing Connected Transactions; and
- (d) on a fair and reasonable basis and in the interest of the Company and its shareholders as a whole.

Report from the auditor on the continuing connected transactions

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the abovementioned continuing connected transactions disclosed by the Group in accordance with Main Board Listing Rule 14A.38. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

獨立非執行董事對持續關連交易之意見

根據上市規則第14A.37條，本公司獨立非執行董事已審閱及批准持續關連交易，並確認持續關連交易乃按以下原則進行：

- (a) 本集團一般日常業務中；
- (b) 不遜於獨立第三方提供之一般商業條款；
- (c) 根據規管持續關連交易之相關協議條款；及
- (d) 按公平合理基準且符合本公司及其股東整體利益。

核數師就持續關連交易發出之報告

本公司核數師已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號「審核或審閱歷史財務資料以外的核證工作」及參照應用指引第740號「關於香港上市規則所述持續關連交易的核數師函件」報告本集團的持續關連交易。核數師已根據主板上市規則第14A.38條發出無保留意見函件，函件載有核數師對有關本集團上述所披露的持續關連交易的結果及結論。本公司已向香港聯合交易所有限公司提交該核數師函件副本。

Disclosure pursuant to Rule 13.22 of the Listing Rules

The Company announced on 23 December 2010 that HKE (Da He) Holdings Limited (“HKE (Da He)”), an indirect wholly-owned subsidiary of the Company entered on that date into a counter guarantee with 中節能風力發電股份有限公司 (CECEP Wind-Power Corporation*) (“CECWP”, formerly known as 中節能風力發電投資有限公司 (China Energy Conservation Windpower Investment Company Limited*)), pursuant to which HKE (Da He) agreed to counter-guarantee CECWP for 30% of all liabilities and expenses which may be incurred by CECWP under the guarantee executed by CECWP in favour of the China Development Bank (“CDB”) dated 25 October 2010 in respect of the loan facility in the principal amount of RMB621,520,000 (the “Facility”) extended by CDB (the “Counter Guarantee”) to 中節能港能風力發電(張北)有限公司 (CECIC HKE Wind Power Co., Ltd.*) (the “JV”). Such percentage represents the Group’s equity interest in the JV and the financial assistance provided indirectly by way of the Counter Guarantee constituted a major transaction for the Company under the Listing Rules.

In accordance with the requirement under Rule 13.22 of the Listing Rules, the pro forma combined balance sheet of the affiliated company and the Group’s attributable interests in the affiliated company based on its latest financial statements available are presented below:

		Combined balance sheet 合併資產負債表 HK\$ million 百萬港元	Group’s attributable interests 本集團應佔權益 HK\$ million 百萬港元
Assets	資產	6,768.5	2,591.0
Liabilities	負債	(4,144.0)	(1,579.0)
Net assets	資產淨值	2,624.5	1,012.0

Management Contract

Apart from the Agreement for Office Space and Services Provision dated 14 August 2008 described under “Continuing Connected Transactions” above and those disclosed under the heading “Related Party Transactions” in note 33 to the consolidated financial statements, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

根據上市規則第13.22條作出之披露

本公司於二零一零年十二月二十三日宣佈，本公司間接全資附屬公司香港新能源(大河)控股有限公司(「新能源(大河)」)與中節能風力發電股份有限公司(「中節能風力發電」，前稱中節能風力發電投資有限公司)於當日訂立反擔保。據此，新能源(大河)同意就中節能風力發電根據中節能風力發電就由國家開發銀行(「國家開發銀行」)向中節能港能風力發電(張北)有限公司(「合營公司」)授出本金額為人民幣621,520,000元之貸款融資(「融資」)以國家開發銀行為受益人所簽立日期為二零一零年十月二十五日之擔保可能產生之所有負債及開支之30%向中節能風力發電提供反擔保(「反擔保」)。該百分比相當於本集團於合營公司之股本權益，而根據上市規則，以反擔保方式間接提供財務資助構成本公司之主要交易。

根據上市規則第13.22條之規定，聯屬公司之備考合併資產負債表及根據其最近期財務報表計算之本集團應佔該聯屬公司權益呈列如下：

管理合約

除上文「持續關連交易」所述日期為二零零八年八月十四日之辦公室共用及服務供應協議以及綜合財務報表附註33「關聯方交易」一節所披露者外，本公司於年內並無訂立或訂有任何有關本公司全部或任何重大部份業務之管理及行政合約。

Report of the Directors (Continued)

董事會報告書(續)

Major Customers and Suppliers

During the year, the Group had 3 customers only and the percentages of the Group's sales attributable to the major customers are as follows:

Sales:

- The largest customer 74%
- The remaining customers 26%

The Group purchases less than 30% of its goods and services from its 5 largest suppliers for the year.

None of the Directors, any of their associates, or Shareholders (which to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's customer noted above.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year ended 31 December 2010.

Corporate Governance

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 15 to 26.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specified employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code. A Code for Securities Dealings by Employees has also been adopted in this regard.

Retirement Benefits Schemes

Information on the Group's retirement benefits schemes is set out in note 10 to the consolidated financial statements.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

主要客戶及供應商

年內，本集團僅有三名客戶，主要客戶應佔本集團銷售額之百分比為如下：

銷售額：

- 最大客戶74%
- 餘下客戶26%

本集團於年內自其五大供應商購買之貨物及服務少於30%。

董事、彼等任何聯繫人士或股東(據董事所知擁有本公司已發行股本超過5%)概無於上述本集團客戶中擁有任何權益。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於截至二零一零年十二月三十一日止年度購買、出售或贖回本公司任何上市股份。

企業管治

本公司之企業管治常規載於第15至26頁之企業管治報告。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載董事進行證券交易的標準守則作為其本身董事進行證券交易之操守守則。可能擁有本集團尚未公佈股價敏感資料之特定僱員，亦須遵守不遜於標準守則條款之指引。本公司亦已就此採納僱員買賣證券守則。

退休福利計劃

本集團之退休福利計劃資料載於綜合財務報表附註10。

足夠公眾持股量

根據本公司所獲公開資料及就董事所知，於本報告日期，本公司維持足夠公眾持股量，即根據上市規則所規定本公司已發行股份25%以上由公眾人士持有。

Review of the Annual Report by Audit Committee

The audit committee of the Company comprises three independent non-executive Directors with written terms of reference in accordance with the requirements of the Listing Rules, and reports to the Board. The audit committee has reviewed the audited consolidated financial statements for the year ended 31 December 2010.

Auditors

The consolidated financial statements for the years ended 31 December 2009 and 2010 have been audited by Messrs. PricewaterhouseCoopers who retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of Messrs. PricewaterhouseCoopers as auditor of the Company is to be proposed at the forthcoming annual general meeting.

Update on Directors' Information

Pursuant to Rule 13.51B(1) of the Listing Rules, change in the information of the directors of the Company since the date of the 2010 Interim Report is set out below:

Mr. CHANG Li Hsien, Leslie (Executive Director and Vice Chairman)

Mr. CHANG was appointed as an independent non-executive director of Pou Sheng International (Holdings) Limited, a company listed on the main board of the Stock Exchange on 7 March 2011.

Mr. YU Hon To, David (Independent Non-executive Director)

Mr. YU was appointed on 28 October 2010 as an independent non-executive director of Sateri Holdings Limited, which shares were listed on the main board of the Stock Exchange on 8 December 2010.

Mr. YU was also appointed on 1 July 2010 as an independent non-executive director of China Datang Corporation Renewable Power Company Limited, which shares were listed on the main board of the Stock Exchange on 17 December 2010.

On behalf of the Board

OEI Kang, Eric
Chairman

Hong Kong, 30 March 2011

審核委員會審閱年報

本公司審核委員會包括三名獨立非執行董事，已根據上市規則規定制訂書面職權範圍，並須向董事會匯報。審核委員會已審閱本集團截至二零一零年十二月三十一日止年度之經審核綜合財務報表。

核數師

本公司截至二零零九年及二零一零年十二月三十一日止年度之綜合財務報表已由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所將告退並符合資格及願意獲續聘。有關續聘羅兵咸永道會計師事務所為本公司核數師之決議案將於應屆股東週年大會提呈。

董事資料更新

根據上市規則第13.51B(1)條，本公司董事資料自本公司二零一零年中期報告日期以來的變動載列如下：

張立憲先生(執行董事兼副主席)

張先生於二零一一年三月七日獲委任為寶勝國際(控股)有限公司(於聯交所主板上市之公司)之獨立非執行董事。

俞漢度先生(獨立非執行董事)

俞先生於二零一零年十月二十八日獲委任為賽得利控股有限公司(其股份於二零一零年十二月八日於聯交所主板上市)之獨立非執行董事。

俞先生亦於二零一零年七月一日獲委任為中國大唐集團新能源股份有限公司(其股份於二零一零年十二月十七日於聯交所主板上市)之獨立非執行董事。

代表董事會

黃剛
主席

香港，二零一一年三月三十日

Independent Auditor's Report

獨立核數師報告書



羅兵咸永道

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HONG KONG ENERGY (HOLDINGS) LIMITED

(incorporated in Cayman Islands with limited liability)

獨立核數師報告
致香港新能源(控股)有限公司股東

(於開曼群島註冊成立之有限公司)

We have audited the consolidated financial statements of Hong Kong Energy (Holdings) Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 62 to 143 which comprise the consolidated and company balance sheets as at 31 December 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第62至143頁香港新能源(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。此綜合財務報表包括於二零一零年十二月三十一日的綜合和公司資產負債表與截至該日止年度的綜合全面收入報表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，並僅向整體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 30 March 2011

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一零年十二月三十一日的事務狀況及 貴集團截至該日止年度的溢利及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一一年三月三十日

Consolidated Statement of Comprehensive Income

綜合全面收入報表

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收益	5	24,110	10,609
Cost of sales	銷售成本	6	(18,565)	(4,896)
Gross profit	毛利		5,545	5,713
Selling and distribution costs	銷售及分銷成本	6	–	(1,552)
Administrative expenses	行政費用	6	(56,508)	(36,161)
Other expenses	其他費用	7	(4,735)	(817)
Operating loss	經營虧損		(55,698)	(32,817)
Finance income	財務收入	8	804	443
Finance costs	融資成本	8	(10,852)	–
Finance (costs)/income – net	財務(成本)/收入 – 淨額	8	(10,048)	443
Gain on deregistration/disposal of subsidiaries	取消註冊/出售附屬公司收益		145	7,624
Excess of fair value of net assets acquired over cost of acquisition (including both arising from subsidiaries and associated companies)	所收購資產淨值之公平值超出收購成本(包括源自附屬公司及聯營公司者)之數額	35	386,553	27,693
Fair value gain on derivative liabilities	衍生工具負債之公平值收益		17,018	–
Share of profits less losses of associated companies	應佔聯營公司溢利減虧損	19	21,750	(289)
Profit before income tax	所得稅前溢利		359,720	2,654
Income tax expense	所得稅開支	11	(24,396)	(14,336)
Profit/(loss) for the year	本年度溢利/(虧損)		335,324	(11,682)
Other comprehensive income:	其他全面收入:			
Currency translation differences	匯兌換算差額		53,396	32
Other comprehensive income for the year, net of tax	本年度其他全面收入, 扣除稅項		53,396	32
Total comprehensive income/(expense) for the year	本年度全面收入/(費用)總額		388,720	(11,650)
Profit/(loss) attributable to:	以下應佔溢利/(虧損):			
Equity holders of the Company	本公司股東權益持有人		336,311	(10,431)
Non-controlling interests	非控股權益		(987)	(1,251)
			335,324	(11,682)
Total comprehensive income/(expense) attributable to:	以下應佔全面收入/(費用)總額:			
Equity holders of the Company	本公司股東權益持有人		388,960	(10,399)
Non-controlling interests	非控股權益		(240)	(1,251)
			388,720	(11,650)
Dividends	股息	14	–	–
Profit/(loss) per share for profit/(loss) attributable to the equity holders of the Company, expressed in (HK cents per share)	本公司股東權益持有人應佔溢利/(虧損)之每股溢利/(虧損)(以每股港仙列示)	13		
– Basic	– 基本		39.67	(1.36)
– Diluted	– 攤薄		23.09	(1.36)

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2010
於二零一零年十二月三十一日

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	15	509,067	442
Construction in progress	在建工程	16	501,515	3,311
Prepaid land lease payments	預付土地租賃款項	17	17,032	–
Intangible assets	無形資產	18	191,895	5,539
Interests in associated companies	於聯營公司之權益	19	1,011,962	208,076
Total non-current assets	非流動資產總值		2,231,471	217,368
Current assets	流動資產			
Inventory	存貨		6,091	–
Trade and other receivables	應收賬款及其他應收款	21	160,599	6,457
Restricted cash	受限制現金	22	957	–
Cash and cash equivalents	現金及現金等價物	23	362,555	172,226
Total current assets	流動資產總值		530,202	178,683
Total assets	資產總值		2,761,673	396,051
EQUITY	權益			
Capital and reserves attributable to equity holders of the Company	本公司股東權益持有人應佔股本及儲備			
Share capital	股本	24	25,422	7,726
Reserves	儲備	25	1,631,945	299,288
Equity attributable to equity holders of the Company	本公司股東權益持有人應佔權益		1,657,367	307,014
Non-controlling interests	非控股權益		23,680	–
Total equity	權益總額		1,681,047	307,014
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Bank borrowings	銀行借款	26	660,560	–
Convertible note	可換股票據	27	78,287	76,007
Deferred income tax liabilities	遞延所得稅負債	29	76,894	4,643
Total non-current liabilities	非流動負債總額		815,741	80,650
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	31	104,151	8,387
Amount due to a fellow subsidiary	應付一間同系附屬公司款項	28	20,125	–
Derivative liabilities	衍生工具負債	30	75,500	–
Current portion of bank borrowings	銀行借款即期部分	26	65,109	–
Total current liabilities	流動負債總額		264,885	8,387
Total liabilities	負債總額		1,080,626	89,037
Total equity and liabilities	權益及負債總額		2,761,673	396,051
Net current assets	流動資產淨值		265,317	170,296
Total assets less current liabilities	資產總值減流動負債		2,496,788	387,664

Balance Sheet

資產負債表

As at 31 December 2010

於二零一零年十二月三十一日

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	20	21,518	21,307
Current assets	流動資產			
Other receivables	其他應收款	21	328	52
Amounts due from subsidiaries	應收附屬公司款項	20	1,261,044	221,990
Cash and cash equivalents	現金及現金等價物	23	307,281	154,981
Total current assets	流動資產總額		1,568,653	377,023
Total assets	資產總額		1,590,171	398,330
EQUITY	權益			
Capital and reserves attributable to equity holders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	24	25,422	7,726
Reserves	儲備	25	1,189,865	241,811
Total equity	權益總額		1,215,287	249,537
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Convertible note	可換股票據	27	78,287	76,007
Deferred income tax liability	遞延所得稅負債	29	787	1,163
Total non-current liabilities	非流動負債總額		79,074	77,170
Current liabilities	流動負債			
Amounts due to subsidiaries	應付附屬公司款項	20	215,714	66,799
Derivative liabilities	衍生工具負債	30	75,500	–
Other payables	其他應付款	31	4,596	4,824
Total current liabilities	流動負債總額		295,810	71,623
Total liabilities	負債總額		374,884	148,793
Total equity and liabilities	權益及負債總額		1,590,171	398,330
Net current assets	流動資產淨值		1,272,843	305,400
Total assets less current liabilities	資產總值減流動負債		1,294,361	326,707

Consolidated Statement of Changes In Equity

綜合權益變動表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司股東權益持有人應佔								
		Share capital	Share premium	Exchange reserve	Employee share-based compensation reserve	Other reserves	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	僱員股份補償儲備	其他儲備	保留盈利	總額	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2009	於二零零九年一月一日結餘	7,635	175	1,085	-	-	299,916	308,811	13,913	322,724
Loss for the year	本年度虧損	-	-	-	-	-	(10,431)	(10,431)	(1,251)	(11,682)
Other comprehensive income	其他全面收入									
Currency translation differences	匯兌換算差額	-	-	32	-	-	-	32	-	32
Total comprehensive income	全面收入總額	-	-	32	-	-	(10,431)	(10,399)	(1,251)	(11,650)
Exercise of bonus warrants	行使紅利認股權證	91	2,626	-	-	-	-	2,717	-	2,717
Convertible note – equity component, net of tax	可換股票據 – 權益部分，扣除稅項	-	-	-	-	5,885	-	5,885	-	5,885
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	(12,662)	(12,662)
Balance at 31 December 2009	於二零零九年十二月三十一日結餘	7,726	2,801	1,117	-	5,885	289,485	307,014	-	307,014

Consolidated Statement of Changes In Equity

綜合權益變動表

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司股東權益持有人應佔								
		Share capital	Share premium	Exchange reserve	Employee share-based compensation reserve 僱員股份補償儲備	Other reserves	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	僱員股份補償儲備	其他儲備	保留盈利	總額	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2010	於二零一零年一月一日結餘	7,726	2,801	1,117	-	5,885	289,485	307,014	-	307,014
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	336,311	336,311	(987)	335,324
Other comprehensive income	其他全面收入									
Currency translation differences	匯兌換算差額	-	-	52,649	-	-	-	52,649	747	53,396
Total comprehensive income	全面收入總額	-	-	52,649	-	-	336,311	388,960	(240)	388,720
Share options granted	已授出購股權	-	-	-	1,631	-	-	1,631	-	1,631
Exercise of bonus warrants	行使紅利認股權證	67	1,917	-	-	-	-	1,984	-	1,984
Issue of bonus shares	發行紅股	777	(777)	-	-	-	-	-	-	-
Issue of convertible preference shares	發行可換股優先股	16,852	940,550	-	-	-	-	957,402	-	957,402
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	23,920	23,920
Reversal of deferred tax liabilities related to equity component of convertible note	撥回與可換股票據權益部分有關之遞延稅項負債	-	-	-	-	376	-	376	-	376
Balance at 31 December 2010	於二零一零年十二月三十一日結餘	25,422	944,491	53,766	1,631	6,261	625,796	1,657,367	23,680	1,681,047

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量			
Cash used in operations	營業所用現金	34(a)	(45,568)	(25,474)
Income tax paid	已付所得稅		–	(50)
Income tax refunded	退還所得稅		–	26
Net cash used in operating activities	經營業務所用現金淨額		(45,568)	(25,498)
Cash flows from investing activities	投資活動之現金流量			
Interest received	已收利息		793	566
Cash acquired on acquisition of subsidiaries	收購附屬公司現金	35(a)	104,630	–
Acquisition of intangible assets	收購無形資產		–	(172)
Purchase of property, plant and equipment	購入物業、機器及設備		(3,042)	(186)
Addition to construction in progress	添置在建工程		(6,568)	(6,495)
Increase in restricted cash	受限制現金增加		(31)	–
Proceeds from	所得款項來自			
– disposal of subsidiaries	– 出售附屬公司	34(c)	–	18,999
– disposal of property, plant and equipment	– 出售物業、機器及設備		–	15
– disposal of construction in progress	– 出售在建工程		–	3,184
Investment in an associated company	投資於一間聯營公司		–	(110,010)
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額		95,782	(94,099)
Cash flows from financing activities	融資活動之現金流量			
Repayment of bank and other loans	償還銀行及其他貸款		(65,109)	–
Proceeds from issuance of bonus warrants	發行紅利認股權證所得款項		1,984	2,717
Proceeds from issuance of convertible preference shares	發行可換股優先股所得款項		195,000	–
Interest paid	已付利息		(15,291)	–
Advance from a fellow subsidiary	一間同系附屬公司之墊款		20,125	–
Net cash generated from financing activities	融資活動所得現金淨額		136,709	2,717
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額		186,923	(116,880)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		172,226	289,095
Exchange gains on cash and cash equivalents	現金及現金等價物之匯兌收益		3,406	11
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物		362,555	172,226

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 General information

Hong Kong Energy (Holdings) Limited (“the Company” or “HKE”) is an exempted company incorporated in the Cayman Islands with limited liability. The address of the registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company and its subsidiaries (collectively “the Group”) are principally engaged in alternative energy business and software development business. The Group has operations mainly in the People’s Republic of China (the “PRC”).

The shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. The ultimate holding company is HKC (Holdings) Limited (“HKC”), a company incorporated in Bermuda and listed in Hong Kong.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$ thousand or HK\$’000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 30 March 2011.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of Hong Kong Energy (Holdings) Limited have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the revaluation of derivative liabilities, which are carried at fair value.

1 一般資料

香港新能源(控股)有限公司(「本公司」或「香港新能源」)為於開曼群島註冊成立的獲豁免有限公司，註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司及其附屬公司(合稱「本集團」)主要從事替代能源業務及軟件開發業務。本集團主要於中華人民共和國(「中國」)進行業務。

股份於香港聯合交易所有限公司主板上市。最終控股公司為於百慕達註冊成立並於香港上市之香港建設(控股)有限公司(「香港建設」)。

除另有指明外，綜合財務報表以千港元(千港元)為單位呈列。綜合財務報表已於二零一一年三月三十日獲董事會批准刊發。

2 主要會計政策概要

編製綜合財務報表所採納之主要會計政策載列如下。除另有說明外，該等政策已於所有呈報年度內貫徹應用，並經重新評估衍生工具負債修訂，按公平值列賬。

2.1 編製基準

香港新能源(控股)有限公司之綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製。該等綜合財務報表按歷史成本慣例編製，並就重估按公平值入賬之衍生工具負債作出修訂。

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

Changes in accounting policy and disclosures

(a) *New and amended standards and interpretation adopted by the Group*

HKAS 7 (Amendments)	Statement of cash flows
HKAS 17 (Amendments)	Leases
HKAS 27 (Revised)	Consolidated and separate financial statements
HKAS 38 (Amendments)	Intangible assets
HKFRS 3 (Revised)	Business combinations
HKFRS 8 (Amendment)	Operating segments
HK(IFRIC) – Int 17	Distribution of non-cash assets to owners
HK – Interpretation 5	Presentation of financial statements – classification by the borrower of a term loan that contains a repayment on demand clause

The above new and amended standards and interpretation, which are mandatory for the first time for the financial year beginning 1 January 2010, do not have material impact to the Group for the year ended 31 December 2010.

2 主要會計政策概要(續)

2.1 編製基準(續)

編製符合香港財務報告準則之財務報表時，須採用若干重大會計估計。管理層亦須在應用本集團會計政策之過程中作出判斷。涉及較多判斷或較複雜之範疇，或假設及估計對綜合財務報表有重大影響之範疇於附註4披露。

會計政策變動及資料披露

(a) *本集團採納之新訂及經修訂準則及詮釋*

香港會計準則第7號 (修訂本)	現金流量表
香港會計準則第17號 (修訂本)	租賃
香港會計準則第27號 (經修訂)	綜合及獨立財務報表
香港會計準則第38號 (修訂本)	無形資產
香港財務報告準則 第3號(經修訂)	業務合併
香港財務報告準則 第8號(修訂本)	經營分部
香港(國際財務報告 詮釋委員會) — 詮釋第17號	向擁有人分派非現金 資產
香港— 詮釋第5號	財務報表的呈列 — 借款人根據含有 隨時通知償還條款之 定期貸款的分類

上述須於二零一零年一月一日開始財政年度首次強制採納之新訂及經修訂準則及詮釋，對本集團截至二零一零年十二月三十一日止年度並無造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures

(Continued)

- (b) Amended standards and interpretations mandatory for the first time for the financial year beginning 1 January 2010 but not currently relevant to the group (although they may affect the accounting for future transactions and events)

HK(IFRIC) 18	Transfers of assets from customers
HK(IFRIC) 9	Reassessment of embedded derivatives
HK(IFRIC) 16	Hedges of a net investment in a foreign operation
HKAS 1 (Amendment)	Presentation of financial statements
HKAS 36 (Amendment)	Impairment of assets
HKAS 39 (Amendments)	Financial instruments: Recognition and measurement
HKFRS 2 (Amendments)	Group cash-settled share-based payment transactions
HKFRS 5 (Amendments)	Non-current assets held for sale and discontinued operations

2 主要會計政策概要(續)

2.1 編製基準(續)

會計政策變動及資料披露(續)

- (b) 須於二零一零年一月一日開始財政年度首次強制採納，惟現時與本集團無關之經修訂準則及詮釋(儘管可能對未來交易及事項之會計處理方法造成影響)

香港(國際財務報告 詮釋委員會) — 詮釋第18號	來自客戶之資產轉讓
香港(國際財務報告 詮釋委員會) — 詮釋第9號	重新評估內含 衍生工具
香港(國際財務報告 詮釋委員會) — 詮釋第16號	對沖海外業務投資 淨額
香港會計準則第1號 (修訂本)	財務報表的呈列
香港會計準則第36號 (修訂本)	資產減值
香港會計準則第39號 (修訂本)	金融工具：確認 及計量
香港財務報告準則 第2號(修訂本)	集團現金結算股份 付款交易
香港財務報告準則 第5號(修訂本)	持作出售的非流動資產 及已終止經營業務

2 Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures (Continued)

- (c) New and revised standards, amendments and interpretations have been issued but are not yet effective for the financial year beginning 1 January 2010 and have not been early adopted by the Group

2 主要會計政策概要(續)

2.1 編製基準(續)

會計政策變動及資料披露(續)

- (c) 已頒布但於二零一零年一月一日開始財政年度尚未生效，惟本集團並無提早採納之新訂及經修訂準則、修訂本及註釋

		Effective for accounting periods beginning on or after 於以下日期或之後 開始之會計期間生效
HKAS 32 (Amendments) 香港會計準則第32號(修訂本)	Classification of rights issues 供股分類	1 February 2010 二零一零年二月一日
HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具	1 January 2013 二零一三年一月一日
HKAS 24 (Revised) 香港會計準則第24號(經修訂)	Related party disclosures 關聯方之披露	1 January 2011 二零一一年一月一日
HKAS 12 (Amendments) 香港會計準則第12號(修訂本)	Deferred tax: Recovery of underlying assets 遞延稅項:收回相關資產	1 January 2012 二零一二年一月一日
Amendments to HK (IFRIC) – Int 14 香港(國際財務報告詮釋委員會) — 詮釋第14號之修訂	Prepayments of a minimum funding requirement 最低資金規定之預付款	1 January 2011 二零一一年一月一日
HK(IFRIC) – Int 19 香港(國際財務報告詮釋委員會) — 詮釋第19號	Extinguishing financial liabilities with equity instruments 以權益工具抵銷金融負債	1 July 2010 二零一零年七月一日
Annual improvements project 年度改進項目	Improvements to HKFRSs 2010 二零一零年香港財務報告準則 之改進	1 January 2011 二零一一年一月一日

The Group has not early adopted the above standards, amendments and interpretations and is not yet in a position to state whether substantial changes to the Group's accounting policies and presentation of the financial statements will result.

本集團並無提早採納上述準則、修訂及詮釋，亦未能指出採納該等準則、修訂及詮釋會否對本集團的會計政策及財務報表呈列方式帶來重大變動。

2 Summary of significant accounting policies (Continued)

2.2 Consolidation

(a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are de-consolidated from the date that control ceases.

The group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

2 主要會計政策概要(續)

2.2 綜合基準

(a) 附屬公司

附屬公司(包括特殊目的公司)為所有本集團有權規管其財務及營運政策之公司，一般擁有其過半數表決權之股權，現時可行使或可轉換潛在表決權的存在及影響將於評定本集團是否控制另一公司時予以考慮。附屬公司於其控制權轉移至本集團當日起全面綜合入賬，於控制權終止當日起不再綜合入賬。

本集團採用收購會計法為業務合併列賬。收購附屬公司之轉讓代價為所轉讓資產、所產生負債及本集團發行股本權益之公平值。所轉讓代價包括或然代價安排所產生之任何資產或負債之公平值。收購相關成本按產生額列作開支。於業務合併時所收購可識別資產及所承擔負債及或然負債初步按收購當日公平值計量。按逐項收購基準，本集團以公平值或按非控股權益應佔被收購方資產淨值之比例確認於被收購方之任何非控股權益。

於本公司的資產負債表，附屬公司之投資按成本扣除減值列賬，並調整成本以反映或然代價修訂所產生之代價變動。附屬公司之業績由本公司按已收及應收股息入賬。

2 Summary of significant accounting policies (Continued)

2.2 Consolidation (Continued)

(a) Subsidiaries (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

(b) Transactions with non-controlling interests

The group treats transactions with non-controlling interests as transactions with equity owners of the group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2 主要會計政策概要(續)

2.2 綜合基準(續)

(a) 附屬公司(續)

所轉讓代價、被收購方之任何非控股權益金額及任何先前於被收購方之股權於收購日期之公平值超過所收購可識別資產淨值之公平值差額入賬列作商譽。倘該協議購入價低於購入附屬公司之資產淨值公平值，則該差額會直接於全面收入報表內確認。

集團內公司間之交易、結餘及集團公司之間進行交易之未變現收益均予對銷。未變現虧損亦會對銷。於附屬公司之會計政策已經作出必要修改，以確保與本集團採用之會計政策一致。

(b) 與非控股權益之交易

集團與非控股權益之交易作為與集團權益擁有人之交易處理。對於向非控股權益收購，已付代價與所收購附屬公司淨資產賬面值之相關部分差額於權益列賬。出售予非控股權益所產生之收益或虧損亦於權益列賬。

當集團停止擁有控制權或重大影響時，任何於該實體之保留權益按公平值重新計量，賬面值之變動於損益確認。該保留權益往後會以聯營公司、合營公司或金融資產作會計處理，此公平值會作為其初始賬面值。此外，以往就該實體在其他全面收入中確認之任何金額將視作集團已直接出售相關資產或負債而進行處理。此意味著，以往就該實體在其他全面收入中確認之金額將重新分類至損益。

2 Summary of significant accounting policies (Continued)

2.2 Consolidation (Continued)

(b) Transactions with non-controlling interests

(Continued)

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(c) Interests in associated companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Interests in associated companies are accounted for using the equity method of accounting and are initially recognised at cost. The Group's interests in associated companies includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associated companies' post-acquisition profits or losses is recognised in the consolidated statement of comprehensive income, and its share of post – acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associated companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 主要會計政策概要(續)

2.2 綜合基準(續)

(b) 與非控股權益之交易(續)

若於聯營公司之擁有權權益減少，惟仍然保留重大影響，則在適當情況下，僅將以往在其他全面收入中確認之金額按比例重新分類至損益。

(c) 於聯營公司之權益

聯營公司為本集團對其有重大影響力但無控制權之公司，一般附帶有20%至50%表決權之股權。於聯營公司之權益以權益會計法入賬，初始按成本確認。本集團於聯營公司之權益包括收購時已識別之商譽(扣除任何累計減值虧損)。

本集團應佔收購後聯營公司之溢利或虧損於綜合全面收入報表內確認，而應佔收購後其他全面收入之變動則於其他全面收入賬內確認。投資賬面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家聯營公司之虧損等於或超過其於該聯營公司之權益(包括任何其他無抵押應收款)，則本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

本集團與其聯營公司之間交易的未變現收益按本集團於聯營公司權益的數額對銷。除非交易時有證據顯示所轉讓資產有所減值，否則未變現虧損亦會對銷。聯營公司之會計政策於有需要時更改，以確保本集團所採納之會計政策貫徹一致。

2 Summary of significant accounting policies (Continued)

2.2 Consolidation (Continued)

(c) Interests in associated companies (Continued)

Dilution gains and losses arising in interests in associated companies are recognised in the consolidated statement of comprehensive income.

In the Company's balance sheet the interests in associated companies are stated at cost less provision for impairment losses. The results of associated companies are accounted for by the Company on the basis of dividend received and receivable.

Changes in accounting policy

The group has changed its accounting policy for transactions with non-controlling interests and the accounting for loss of control or significant influence from 1 January 2010 when revised HKAS 27, 'Consolidated and separate financial statements', became effective. The revision to HKAS 27 contained consequential amendments to HKAS 28, 'Investments in associates'.

Previously transactions with non-controlling interests were treated as transactions with parties external to the group. Disposals therefore resulted in gains or losses in profit or loss and purchases resulted in the recognition of goodwill. On disposal or partial disposal, a proportionate interest in reserves attributable to the subsidiary was reclassified to profit or loss or directly to retained earnings.

Previously, when the group ceased to have control or significant influence over an entity, the carrying amount of the investment at the date control or significant influence became its cost for the purposes of subsequently accounting for the retained interests as associates or financial assets.

2 主要會計政策概要(續)

2.2 綜合基準(續)

(c) 於聯營公司之權益(續)

權益於聯營公司所產生之攤薄收益及虧損於綜合全面收入報表內確認。

在本公司之資產負債表內，於聯營公司之權益按成本扣除減值虧損撥備列賬。聯營公司之業績由本公司按已收及應收股息入賬。

會計政策變動

本集團已由二零一零年一月一日(經修訂之香港會計準則第27號「綜合及獨立財務報表」生效時)起更改其非控股權益交易之會計政策及失去控制權或重大影響之會計法。經修訂之香港會計準則第27號包含香港會計準則第28號「於聯營公司之投資」。

過往與非控股權益之交易被視為與本集團外部人士進行之交易。因此，出售導致在損益中出現收益或虧損，而收購則導致須確認商譽。於出售或部份出售時，附屬公司於儲備按比例應佔之權益重新分類至損益或直接撥入保留盈利。

過往，當本集團對某實體不再擁有控制權或重大影響時，其在控制或重大影響日期投資賬面值，就以聯營公司或金融資產之其後會計法而言，會成為成本。

2 Summary of significant accounting policies (Continued)

2.2 Consolidation (Continued)

(c) Interests in associated companies (Continued)

Changes in accounting policy (Continued)

The group has applied the new policy prospectively to transactions occurring on or after 1 January 2010. As a consequence, no adjustments were necessary to any of the amounts previously recognised in the financial statements.

2.3 Segment reporting

Operating segments are reported in manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the directors of the Company that make strategic decisions.

2.4 Foreign currency translation

(a) Functional and presentation currency

Following the disposal of the pilot project in Hong Kong for production of cellulosic ethanol, management considers there is a shift of operational and financial focus to the Company's PRC involvements. Therefore the Company's functional currency has changed from Hong Kong dollars to Renminbi with effect from June 2009. The consolidated financial statements are presented in Hong Kong dollars to facilitate analysis of the financial information of the Group, which is listed in Hong Kong. The change of functional currency has no significant financial impact to both the Group and the Company.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

2 主要會計政策概要(續)

2.2 綜合基準(續)

(c) 於聯營公司之權益(續)

會計政策變動(續)

本集團對二零一零年一月一日或之後發生之交易追溯應用新政策。因此，毋須對之前於財務報表確認之任何款額作出調整。

2.3 分類報告

經營分部以與主要經營決策人(「主要經營決策人」)提供之內部報告方式一致呈報。主要經營決策人負責分配資源及評估經營分部表現，已識別為作出策略決定之本公司董事。

2.4 外幣換算

(a) 功能及呈報貨幣

繼出售於香港之纖維素乙醇生產試驗項目後，管理層認為，本公司之經營及財務重心已轉移至中國業務，故已將本公司之功能貨幣由港元改為人民幣，自二零零九年六月起生效。綜合財務報表以港元呈列，以方便分析於香港上市之本集團財務資料。更改功能貨幣對本集團及本公司均無重大財務影響。

(b) 交易及結餘

外幣交易均按交易或估值(如有關項目需重新計量)當日之現行匯率換算為功能貨幣。因該等交易結算及按結算日之匯率換算以外幣計值之貨幣資產及負債而產生之匯兌損益，均於綜合全面收入報表確認。

2 Summary of significant accounting policies (Continued)

2.4 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each consolidated statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the statement of comprehensive income as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2 主要會計政策概要(續)

2.4 外幣換算(續)

(c) 集團公司

集團旗下所有實體如持有與呈報貨幣不一致之功能貨幣(其中並無任何公司持有通脹嚴重之經濟體系之貨幣)，其業績和財務狀況均按以下方法兌換為呈報貨幣：

- (i) 每項資產負債表之資產及負債均按照該資產負債表結算日之收市匯率換算為呈報貨幣；
- (ii) 每項綜合全面收入報表之收入和開支均按照平均匯率換算為呈報貨幣，但若此平均匯率未能合理地反映各交易日之匯率所帶來之累計影響，則按照各交易日之匯率換算此等收入和開支；及
- (iii) 所有產生之匯兌差異均確於其他全面收入。

於綜合賬目時，換算海外業務投資淨額產生之匯兌差異，均列入其他全面收入。當出售部分海外業務時，此等於權益入賬之匯兌差異將於全面收入報表內確認為出售收益或虧損之一部分。

因收購海外公司而產生之商譽及公平值調整，均視作該海外公司之資產及負債處理，並以結算日之收市匯率換算。

2 Summary of significant accounting policies (Continued)

2.5 Property, plant and equipment

Property, plant and equipment, comprising leasehold improvement, plant and machinery, motor vehicles and furniture, fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation of property, plant and equipment is calculated using the straight-line method, to write off their cost over their estimated useful lives or remaining useful lives for those second-hand assets and the estimated useful lives are as follows:

Plant and machinery	5-20 years
Leasehold improvement	Shorter of the lease period or 5 years
Furniture, fixtures and equipment	3-5 years
Motor vehicles	3-5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Subsequent costs are included in the carrying amount of the asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated will flow to the Group and the cost of item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged in the consolidated statement of comprehensive income during the financial period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other income/expenses in the consolidated statement of comprehensive income.

2 主要會計政策概要(續)

2.5 物業、機器及設備

物業、機器及設備包括租賃物業裝修、廠房及機器、汽車以及傢俬、裝置及設備，按成本減累計折舊及累計減值虧損列賬。以往成本包括直接因收購有關項目而動用之開支。

物業、機器及設備使用直線法計算折舊，於估計可使用年期或二手資產之剩餘可使用年期內撇減其成本。有關估計可使用年期載列如下：

機器及設備	5-20年
租賃物業裝修	租賃年期或5年之較短者
傢俬、裝置及設備	3-5年
汽車	3-5年

每個結算日均會檢討資產之餘值及可使用年期，如有需要會作出調整。

其後成本僅於與該項目有關的未來經濟利益很有可能流入本集團及項目成本能夠可靠計量時，方計入資產賬面值或確認為一項獨立資產(視適用情況而定)。已置換部件之賬面值已剔除確認。所有其他維修及保養費用於產生財政期間在綜合全面收入報表扣除。

當資產之賬面值超過預計可收回款額時，資產賬面值即時撇減至其可收回款額(附註2.9)。

出售盈虧按比較所得款項與賬面值釐定，於綜合全面收入報表內其他收入/開支確認。

2 Summary of significant accounting policies (Continued)

2.6 Construction in progress

All direct and indirect costs relating to the construction of property, plant and equipment including borrowing costs during the construction period are capitalised as the costs of the assets, which are classified as construction in progress. On completion, the construction in progress is transferred to property, plant and equipment at cost less accumulated impairment losses. No depreciation is provided on construction in progress.

2.7 Prepaid land lease payments

Prepaid land lease payments are stated at cost and subsequently are amortised in the consolidated statement of comprehensive income on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the consolidated statement of comprehensive income. During the course of the properties development, the amortisation charged is included as part of the costs of the properties under development.

2.8 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Separately recognised goodwill is tested for impairment at every reporting period and are carried at cost less accumulated impairment loss. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

(b) Concession right

Concession right acquired in a business combination is recognised at fair value at the acquisition date. The concession right has a finite useful life and is carried at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method over its concession right period.

2 主要會計政策概要(續)

2.6 在建工程

所有於建築期間與物業、機器及設備之建造相關之直接及間接成本(包括借貸成本)，乃資本化作為資產成本，並分類為在建工程。在建工程於完工後轉撥至物業、機器及設備，按成本減累積減值虧損列賬。並無對在建工程計算折舊。

2.7 預付土地租賃款

預付土地租賃款按成本列賬，其後須於租期以直線法在綜合全面收入報表攤銷，或倘出現減值，減值會在綜合全面收入報表中支銷。於物業發展過程中，攤銷開支列作發展中物業成本部分。

2.8 無形資產

(a) 商譽

商譽指收購成本高出收購日本集團所佔收購附屬公司可辨認淨資產公平值之金額。收購附屬公司產生之商譽計入無形資產。獨立確認之商譽於各報告期間結束時進行減值測試，並按成本減累計減值虧損列賬。商譽之減值虧損不會撥回。計算出售企業之盈虧應包括與該企業出售相關之商譽賬面值。

商譽會就減值測試目的分配至現金產生單位，並分配至預期自己產生商譽的業務合併中得益之該等現金產生單位或多組現金產生單位。

(b) 特許權

於業務合併過程中獲得之特許權按收購當日之公平值確認。特許權之使用年期有限，按成本減累計攤銷及減值列賬。攤銷按其特許權年期以直線法計算。

2 Summary of significant accounting policies (Continued)

2.8 Intangible assets (Continued)

(c) Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The customer relations have a finite useful life and are carried at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method over their estimated useful life of 5 years.

(d) Software technology know-how

Software technology know-how acquired in a business combination is recognised at fair value at the acquisition date. The software technology know-how has a finite useful life and is carried at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method over its estimated useful life of 5 years.

(e) Biomass technology

Separately acquired biomass technology has a finite useful life and is carried at cost less accumulated amortisation and impairment, if any. Amortisation is calculated using the straight-line method over its estimated useful life of 5 years.

2.9 Impairment of investments in subsidiaries, associated companies and non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2 主要會計政策概要(續)

2.8 無形資產(續)

(c) 客戶關係

於業務合併過程中獲得之客戶關係按收購當日之公平值確認。客戶關係之使用年期有限，按成本減累計攤銷及減值列賬。攤銷乃按其估計使用年期五年以直線法計算。

(d) 軟件技術知識

於業務合併過程中獲得之軟件技術知識按收購當日之公平值確認。軟件技術知識之使用年期有限，按成本減累計攤銷及減值列賬。攤銷按其估計使用年期五年以直線法計算。

(e) 生物質技術

個別獲得之生物質技術使用年期有限，按成本減累計攤銷及減值(如有)列賬。攤銷乃按其估計使用年期五年以直線法計算。

2.9 於附屬公司、聯營公司及非金融資產之投資減值

具有無限可使用年期之資產(如商譽)毋須攤銷，但須每年進行減值測試。就攤銷資產而言，則須於事件或情況有變化而顯示可能不可回收其賬面值時，進行減值檢討。資產賬面值高出其可收回之金額確認為減值虧損。可收回金額指資產之公平值減出售成本及使用價值兩者較高之金額。於評核減值時，資產按以可分開辨認現金流量(即現金產生單位)最小單位進行分組。倘商譽以外之非金融資產出現減值，於每個呈報日期審閱就撥回減值之可能性。

2 Summary of significant accounting policies (Continued)

2.10 Financial asset

The Group classifies its financial assets in the following categories: at fair value through profit or loss and loans and receivable. The classification depends on the purpose for which the financial assets were acquired. Management determine the classification of its financial assets at initial recognition.

(a) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

(b) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise "trade and other receivables", "cash and cash equivalents" and "restricted cash" in the balance sheet.

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated statement of comprehensive income. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

2 主要會計政策概要(續)

2.10 金融資產

本集團將其金融資產分類如下：按公平值在損益表列賬以及貸款及應收款。分類方式視乎購入金融資產目的而定。管理層在初步確認時決定其金融資產的分類。

(a) *按公平值在損益表列賬之金融資產*

按公平值在損益表列賬之金融資產為持作買賣之金融資產。倘購入之主要目的是在短期內出售，則該金融資產於此類別分類。除非指定作對沖，否則衍生工具將分類為持作買賣。此類別資產分類為流動資產。

(b) *貸款及應收款*

貸款及應收款為附帶固定或待定付款且並無在活躍市場報價之非衍生金融資產。該款項計入流動資產，惟到期日超過結算日後十二個月之款項則計入非流動資產。本集團之貸款及應收款包括資產負債表項目「應收賬款及其他應收款」、「現金及現金等價物」及「受限制現金」。

一般金融資產買賣乃於買賣日期（即本集團承諾買賣有關資產當日）確認入賬。對於所有非按公平值在損益表列賬之金融資產，投資初步按公平值加交易成本確認。按公平值在損益表列賬之金融資產，初步按公平值確認，交易成本於綜合全面收入報表支銷。金融資產於收取投資現金流量的權利屆滿或已經轉讓且本集團已轉讓擁有權絕大部分風險和回報時，解除確認金融資產。按公平值在損益表列賬之金融資產其後以公平值列賬。貸款及應收款以實際利率法按攤銷成本計量。

2 Summary of significant accounting policies (Continued)

2.10 Financial asset (Continued)

Gains or losses arising from changes in fair value of the “financial assets at fair value through profit or loss” category are presented in the consolidated statement of comprehensive income within other income/expenses, in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated statement of comprehensive income as part of other income when the Group’s right to receive payments is established.

For the purposes of assessing the fair value of unlisted securities, the Group established fair value by using valuation techniques. These include the use of recent arm’s length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

2.11 Derivative financial instrument

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at each balance sheet date. The change in the fair value is recognised in the consolidated statement of comprehensive income.

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2 主要會計政策概要(續)

2.10 金融資產(續)

因為「按公平值在損益表列賬之金融資產」類別的公平值變動而產生的盈虧，於產生期間在綜合全面收入報表列作其他收入／開支。按公平值在損益表列賬之金融資產所得股息收入，於本集團收取款項之權利確定時，於綜合全面收入報表確認，作為其他收入之一部分。

為評估非上市證券之公平值，本集團利用重估技術設定公平值。這些技術包括利用近期公平原則交易、參考大致相同之其他工具、貼現現金流量分析及期權定價模式，並提高使用市場數據投入而盡可能減少依賴實體特定之數據投入。

本集團在每個結算日評估是否有客觀證據證明金融資產或一組金融資產已經減值。

2.11 衍生金融工具

衍生工具初步於訂立衍生工具合約之日按公平值確認，其後於各結算日按公平值重新計量。公平值變動於綜合全面收入報表確認。

2.12 存貨

存貨按成本與可變現淨值之較低者列賬。成本以先進先出法釐定。可變現淨值為在日常業務過程中之估計銷售價減適用之變動銷售費用。

2 Summary of significant accounting policies (Continued)

2.13 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the provision is recognised in the consolidated statement of comprehensive income. When a trade receivable is uncollectible, it is written off against other expenses in the consolidated statement of comprehensive income. Subsequent recoveries of amounts previously written off are credited in the consolidated statement of comprehensive income.

2.14 Trade and other payables

Trade and other payables are initially measured at fair value and subsequently measured at amortised cost using the effective interest method.

2.15 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2 主要會計政策概要(續)

2.13 應收賬款及其他應收款

應收賬款及其他應收款初期按公平值確認，其後以實際利率法按攤銷成本減減值撥備計算。應收賬款及其他應收款之減值撥備於出現客觀證據證明本集團無法按應收款之原有條款收回所有金額時確認。倘債務人出現重大財政困難，而有可能破產或進行財務重組，且逾期或拖欠還款，則視為應收賬款減值跡象。撥備金額為資產賬面值與估計未來現金流量之現值（按原實際利率貼現計算）之差額。撥備金額於綜合全面收入報表確認。當應收賬款不能收回時，將在綜合全面收入報表中撇銷。先前已撇銷之金額在其後撥回時乃計入綜合全面收入報表。

2.14 應付賬款及其他應付款

其他應付款初期按公平值確認，其後以實際利率法按攤銷成本計量。

2.15 現金及現金等價物

現金及現金等價物包括手頭現金、銀行通知存款、其他原到期日為三個月或以下之短期高流通性投資，以及銀行透支。銀行透支在資產負債表中列作流動負債項目下借款。

2 Summary of significant accounting policies (Continued)

2.16 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.17 Convertible preference share

Convertible preference shares are classified as equity that can be converted to share capital at the option of the holder. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Convertible preference shares are recognised initially at the fair value.

2.18 Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated statement of comprehensive income, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group's subsidiaries and associated companies operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2 主要會計政策概要(續)

2.16 股本

普通股分類為權益。發行新股份或購股權增加之直接應佔成本，於權益中列為所得款項之扣減項目(扣除稅項)。

2.17 可換股優先股

可換股優先股分類為權益，持有人可選擇將其兌換為股本。發行新股份或購股權增加之直接應佔成本，於權益中列為所得款項之扣減項目(扣除稅項)。可換股優先股初步按公平值確認。

2.18 當期及遞延所得稅

年內稅項開支指當期及遞延稅項。稅項於綜合全面收入報表確認，惟以與該等直接在權益確認的項目有關者為限。在該情況下，稅項亦分別在其他綜合收入或直接在權益中確認。

當期所得稅開支以本集團附屬公司及聯營公司營運及產生應課稅收入所在國家於結算日已頒佈或實質頒佈之稅法為基準計算。管理層定期根據有待詮釋的適用稅務規例，評估報稅情況，並會於適當情況下根據預期將向稅局繳付之金額作出撥備。

遞延所得稅就資產及負債之稅基與綜合財務報表所示賬面值之間的暫時差額，以負債法作出確認。然而，倘於非業務合併的交易中初次確認資產或負債而產生遞延所得稅，而交易當時並無影響會計處理及應課稅溢利或虧損，則不會將遞延所得稅入賬。遞延所得稅按結算日前已實施或實際實施並在變現有關遞延所得稅資產或清償遞延所得稅負債時預期將會適用之稅率(及法例)釐定。

2 Summary of significant accounting policies (Continued)

2.18 Current and deferred income tax (Continued)

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associated companies, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2.19 Convertible note

Compound financial instruments issued by the Group comprise convertible notes that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

When the note is converted, the relevant equity component and the carrying amount of the liability component at the time of conversion are transferred to share capital and share premium for shares issued. When the note is redeemed, the relevant equity portion is transferred to retained profits.

2 主要會計政策概要(續)

2.18 當期及遞延所得稅(續)

遞延所得稅資產乃就可能有未來應課稅溢利而就此可使用暫時差異而確認。

遞延所得稅乃就附屬公司及聯營公司投資產生之暫時差異而撥備，惟假若本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回則除外。

2.19 可換股票據

本集團發行之複合金融工具包括可供購股權持有人選擇兌換為股本之可換股票據，而將予發行股份之數量不會隨公平值變動而改變。

複合金融工具之負債部分初步按無股本兌換權之同類負債之公平值確認。權益部分初步按複合金融工具之整體公平值與其負債部分公平值間之差額予以確認。任何應計直接交易成本按負債部分及權益部分之初步賬面值比例分配至負債及權益部分。

經初步確認後，複合金融工具之負債部分採用實際利率法按攤銷成本計量。除獲兌換或屆滿外，複合金融工具之權益部分於初步確認後不會重新計量。

當票據獲兌換時，相關權益部分及在兌換時負債部分之賬面值轉撥至股本及所發行股份之股份溢價賬。當票據被贖回時，相關權益部分則轉撥至保留溢利。

2 Summary of significant accounting policies (Continued)

2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.21 Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are expensed.

2 主要會計政策概要(續)

2.20 借款

借款初步按公平值扣除已產生交易成本後確認。借款其後按攤銷成本列賬，所得款項(扣除交易成本)與贖回價值之任何差額則於借款期內以實際利率法於綜合全面收入報表內確認。

倘可能提取部份或全部貸款額，就設立貸款融資所支付費用將確認為貸款交易成本。在此情況下，有關費用將遞延入賬直至提取貸款。倘無跡象顯示可能提取部份或全部貸款額，則有關費用將被資本化為流動資金服務預付款，並於有關貸款額期間攤銷。

除非本集團有權無條件將負債之結算遞延至結算日期後最少十二個月，否則借款分類為流動負債。

2.21 借款成本

就興建任何合資格資產產生的借款成本，於資產須完成備妥作擬定用途期間資本化。其他借款成本予以支銷。

2 Summary of significant accounting policies (Continued)

2.22 Employee benefits

(a) Employee leaves entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Defined contribution plans

The Group operates a mandatory provident fund scheme (“MPF”) and employee pension schemes established by municipal government in the PRC for the eligible employees in Hong Kong and the PRC respectively.

The Group’s and the employees’ contributions to the MPF comply with the related statutory requirements. The Group has no further payments obligations once the contributions have been paid. The Group’s contributions to the MPF are expensed as incurred and are not reduced by contributions forfeited by those employees who leave MPF prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. The asset of MPF is held separately from those of the Group in independently administered funds.

The Group’s contribution to the employee pension schemes in the PRC is at a percentage in compliance with the requirements of respective municipal governments.

2 主要會計政策概要(續)

2.22 僱員福利

(a) 僱員應享假期

僱員應享之年假乃於僱員有權享有時確認。本公司將會就因僱員截至結算日之服務年資而產生之年假之估計責任計算撥備。

僱員應享病假及產假於僱員放假時方會確認。

(b) 定額供款計劃

本集團設有強制性公積金計劃(「強積金」)及由中國市政府成立之僱員退休金計劃，分別供香港及中國之合資格僱員參與。

本集團及僱員均按有關法例要求對強積金作出供款。支付供款後，本集團將無進一步付款責任。本集團對強積金之供款於產生時列作開支，而不會扣減僱員於全數享有供款前不再參與強積金而被沒收之供款。倘出現現金退款或未來款項扣減，預付供款將確認為資產。強積金之資產與本集團資產分開，由獨立管理之基金管理。

本集團就中國僱員退休金計劃之供款乃根據相關市政府規定之百分比而作出。

2 Summary of significant accounting policies (Continued)

2.22 Employee benefits (Continued)

(c) Share-based compensation

The Group operates an equity-settled, share-based compensation plan in which the entity receives services from employees as consideration for equity instruments of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions which are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates, if any, in the consolidated statement of comprehensive income, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2.23 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 主要會計政策概要(續)

2.22 僱員福利(續)

(c) 以股份作報酬

本集團設有以股權結算、以股份作報酬之計劃。據此，實體自僱員收取服務作為本集團股本工具之代價。就僱員提供服務而授出購股權之公平值確認為開支。將於歸屬期內支銷的總金額乃參考所授出購股權之公平值釐定，不包括在假定預期可予以行使之購股權數目時計及之任何非市場性質之歸屬條件所產生之影響。於各結算日，公司會修訂對預期可予以行使購股權數目所作之估計，並在綜合全面收入報表確認修訂原來估計所產生之影響(如有)，於餘下歸屬期內對權益作出相應調整。

已收款項在扣除任何直接應佔交易成本後於在行使購股權時撥入股本(面值)及股份溢價。

2.23 撥備

當本集團因已發生之事件而產生現有的法律或推定責任、很有可能需要流出資源以償付責任，並且能可靠地估計有關金額時，則會確認撥備。

撥備按預期履行責任所需開支之現值，以可反映現時市場評估之貨幣時間價值及責任的特定風險之稅前比率計量。時間過去產生之撥備升幅確認為利息開支。

2 Summary of significant accounting policies (Continued)

2.24 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the Group's activities. Revenue is shown net of business tax within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- (i) Revenue from alternative energy is recognised based on power dispatch during commercial operation. Commercial operation starts when obtaining a Power Purchase Agreement, safety certificate from the State Electricity Regulatory Commission (SERC) or Provincial Grid Authority, and 240 hours commissioning.
- (ii) Revenue from provision for software development service is recognised when the services are rendered.
- (iii) Interest income is recognised on a time proportion basis using the effective interest method.
- (iv) Dividend income is recognised when the right to receive payment is established.

2.25 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

2 主要會計政策概要(續)

2.24 收益確認

收益指本集團在日常業務過程中提供服務的已收或應收代價公平值。收益在扣除營業稅後列賬。

當收益金額能夠可靠計量、未來經濟利益很有可能流入有關實體，而本集團每項活動均符合下文所述之具體條件時，本集團便會確認收益。除非與銷售有關的所有或然事項均已解決，否則收益金額不被視為能夠可靠計量。本集團會根據其往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

- (i) 來自替代能源之收益確認自商業營運中之電力調度。於獲得購電協議、國家電力監管委員會(電監會)或省電網管理局發出之安全證書及進行240小時試運行後，方會開始商業營運。
- (ii) 來自提供軟件開發服務之收益乃於提供有關服務後確認。
- (iii) 利息收入以實際利率法按時間比例確認。
- (iv) 股息收入於確立收款之權利時確認。

2.25 經營租賃

資產擁有權之絕大部分風險及回報歸於出租者之租賃，均歸類為經營租賃。根據經營租賃支付之款項在扣除自出租者收取之任何優惠後，於租賃期內以直線法在綜合全面收入報表扣除。

2 Summary of significant accounting policies (Continued)

2.26 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

2.27 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved.

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, price risk, interest rate risk, credit risk and liquidity risk. The Group's major financial instruments include trade and other receivables, restricted cash, cash and cash equivalents, trade and other payables, derivative liabilities, bank borrowings and convertible note. Details of these financial instruments are disclosed in the respective notes.

It is the policy of the Group not to enter into derivative transactions for speculative purposes. The only derivative the Group entered is related to an equity transaction with STAR Butterfly Energy Ltd ("STAR"), as disclosed in note 24 (f).

2 主要會計政策概要(續)

2.26 或然負債

或然負債乃因過去事件而可能產生之責任，而僅視乎日後會否出現一項或多項非本集團可完全控制之不明朗事件而確認。因過去事件而產生之現有責任，由於不大可能需要流出經濟資源或未能就該責任之金額作可靠估計而未有確認。

或然負債不會被確認，但會於綜合財務報表附註披露。倘情況有變導致可能出現經濟資源流出時，或然負債將確認為撥備。

2.27 派付股息

向本公司股東派付之股息於本公司股東批准派付股息之期間在本集團及本公司之財務報表中確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團業務涉及多類財務風險：外匯風險、價格風險、利率風險、信貸風險及流動資金風險。本集團之主要金融工具包括應收賬款及其他應收款、受限制現金、現金及現金等價物、應付賬款及其他應付款、衍生工具負債、銀行借款及可換股票據。該等金融工具之詳情於各附註披露。

本集團之政策為不會就投機進行衍生交易。本集團唯一進行之衍生交易，是於附註24(f)披露之STAR Butterfly Energy Ltd (「STAR」)所進行的權益交易。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

The Board of Directors focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

(a) *Foreign exchange risk*

The Group operates mainly in Hong Kong and Mainland China and is exposed to foreign exchange risk arising from future commercial transaction and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The Group currently does not have any foreign currency hedging policy. However, the management of the Group monitors the foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

As at 31 December 2010, if US dollars and Hong Kong dollars had strengthened/weakened by 5% against Renminbi respectively, with all other variables held constant, the Group's profit before income tax would have been HK\$19,502,000 and HK\$18,573,000 higher/lower respectively.

(b) *Price risk*

The Group exposes to price risk in relation to the subscription right of convertible preference shares granted to STAR. As at 31 December 2010, if the share price of the Group increased/decreased by 5%, the Group's profit before tax would have decreased/increased by HK\$4,400,000 and HK\$4,200,000 respectively.

(c) *Interest rate risk*

The Group's interest rate risk arises from bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk due to fluctuation of the prevailing market interest rate. The Group's income and operating cash flows are dependent on changes in market interest rates.

The Group does not use any derivative contracts to hedge its exposure to interest rate risk. However, management will consider hedging significant interest rate exposures should the need arise.

As at 31 December 2010, if the interest rate had increased/decreased 100 basis points with all other variables held constant, the Group's profit before income tax would have decreased/increased by HK\$7,257,000.

3 財務風險管理(續)

3.1 財務風險因素(續)

董事會關注未能預測之金融市場，力求減低對本集團財務表現之潛在負面影響。董事會就管理各項風險進行檢討及議定政策，現概述如下。

(a) *外匯風險*

本集團主要於香港及中國內地經營業務，面對主要為來自未來商業交易及以該實體功能貨幣以外貨幣列賬之貨幣資產及負債所產生外匯風險。

本集團現時並無任何外匯對沖政策。然而，本集團管理層密切監察外匯風險，並於有需要時考慮對沖重大外匯風險。

於二零一零年十二月三十一日，倘美元及港元兌人民幣升值/貶值5%，而所有其他因素維持不變，本集團之所得稅前溢利將分別增加/減少19,502,000港元及18,573,000港元。

(b) *價格風險*

本集團就向STAR授予認購可換股優先股之認購權承受價格風險。於二零一零年十二月三十一日，倘本集團之股份價格上升/下跌5%，本集團除稅前溢利應減少/增加4,400,000港元及4,200,000港元。

(c) *利率風險*

本集團之利率風險源於銀行借款。由於現行市場利率波動，按浮動利率授出之借款導致本集團須面對現金流量利率風險。市場利率變動對本集團之收入及經營現金流量有影響。

本集團並無使用任何衍生合約對沖其面對之利率風險。然而，管理層將於需要時考慮對沖重大利率風險。

於二零一零年十二月三十一日，倘利率增加/減少100個點子，而所有其他因素維持不變，本集團之除所得稅前溢利應減少/增加7,257,000港元。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(d) Credit risk

The Group is exposed to credit risk in its restricted cash, cash and cash equivalents and trade and other receivables.

The carrying amounts of restricted cash, cash and cash equivalents and trade and other receivables represent the Group's maximum exposure to credit risk in relation to its financial assets.

To manage the credit risk associated with restricted cash and cash and cash equivalents, most of the deposits are placed with certain state-owned banks in the PRC which are high-credit-quality financial institutions and banks with high credit rankings in Hong Kong.

To manage the credit risk associated with restricted cash trade and other receivables, the Group adopts risk control measures to assess the credit quality, to determine credit limits and approve credit of customers, taking into account their financial position and past experience. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

The Group is exposed to significant concentration of credit risk in terms of electricity sales as the majority of the Group's sales of electricity were made to provincial power grid companies. The Group normally grants credit terms of 30 days to these power grid companies and the Group normally does not require collateral from trade debtors. Ageing analysis of the Group's trade receivables is disclosed in Note 21. Management makes periodic collective assessment as well as individual assessment of the recoverability of trade and other receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there are any disputes with the relevant debtors. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible receivables has been made.

3 財務風險管理(續)

3.1 財務風險因素(續)

(d) 信貸風險

本集團面對受限制現金及現金及現金等價物以及應收賬款及其他應收款信貸風險。

受限制現金及現金及現金等價物以及應收賬款及其他應收款之賬面值，指本集團就其金融資產面對之最高信貸風險。

為管理受限制現金及現金及現金等價物之相關信貸風險，大部分存款存放於若干中國國有銀行，即高信貸質素之財務機構，以及於香港獲高信貸評級之銀行。

為管理應收賬款及其他應收款之相關信貸風險，本集團已採納風險控制措施，經考慮客戶之財務狀況及過往經驗後，評估彼等之信貸質素、釐定信貸額及批准信貸。本集團已制定監察程序，以確保採取跟進行動收回逾期債務。

本集團於電力銷售方面面對集中程度嚴重之信貸風險，原因為本集團電力大部分售予省級電網公司。本集團一般向該等電網公司批出30日之信貸期，而本集團一般不會要求對應收賬款收取抵押品。本集團應收賬款之賬齡分析於附註21披露。管理層根據過往付款記錄、逾期長短、債務人之財政實力及與有關債務人是否有任何糾紛，定期對應收賬款及其他應收款之可收回程度進行整體及個別評核。本集團於收回應收賬款及其他應收款之過往經驗與所記錄撥備相符，另董事認為已對不能收回應收款作出充份撥備。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(e) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its current obligations when they fall due. The Group measures and monitors its liquidity through the maintenance of prudent ratios regarding the liquidity structure of the overall assets, liabilities, loans and commitments of the Group. The Group also maintains a conservative level of liquid assets to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the course of ordinary business.

The following table details the Group's contractual maturity for its financial liabilities at the balance sheet date. The table has been drawn up with reference to the undiscounted cash flows of financial liabilities based on the earliest date on which the Group is required to pay. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

3 財務風險管理(續)

3.1 財務風險因素(續)

(e) 流動資金風險

流動資金風險為本集團未能履行其到期即期責任之風險。本集團就整體資產、負債、貸款及承擔之流動資金架構，透過維持審慎比率計量及監察其流動資金。本集團亦維持流動資產於穩健水平，以確保具備充裕現金流量應付日常業務中任何未能預測之重大現金需求。

下表詳列本集團於結算日財務負債之合約到期日。下表乃參考本集團須付款之最早日期財務負債之未貼現現金流量編製。由於貼現影響不大，故於十二個月內到期之結餘相等於其賬面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(e) Liquidity risk (Continued)

3 財務風險管理(續)

3.1 財務風險因素(續)

(e) 流動資金風險(續)

		Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Group	本集團					
At 31 December 2010	於二零一零年 十二月三十一日					
Bank borrowings	銀行借款	69,276	71,794	215,386	415,656	772,112
Trade and other payables	應付賬款及其他 應付款	104,151	-	-	-	104,151
Amount due to a fellow subsidiary	應付一間同系 附屬公司款項	20,125	-	-	-	20,125
Convertible note	可換股票據	-	-	87,009	-	87,009
At 31 December 2009	於二零零九年 十二月三十一日					
Trade and other payables	應付賬款及其他 應付款	8,387	-	-	-	8,387
Convertible note	可換股票據	-	-	83,055	-	83,055
				Later than 1 year but no later than 5 years 遲於一年但 不遲於五年 HK\$'000 千港元		Total 總計 HK\$'000 千港元
Company	本公司					
At 31 December 2010	於二零一零年 十二月三十一日					
Amounts due to subsidiaries	應付附屬公司 款項	215,714	-	-	-	215,714
Other payables	其他應付款	4,596	-	-	-	4,596
Convertible note	可換股票據	-	-	87,009	-	87,009
At 31 December 2009	於二零零九年 十二月三十一日					
Amounts due to subsidiaries	應付附屬公司 款項	66,799	-	-	-	66,799
Other payables	其他應付款	4,824	-	-	-	4,824
Convertible note	可換股票據	-	-	83,055	-	83,055

3 Financial risk management (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital by reviewing the capital structure. The capital structure of the Group consists of debt and equity attributable to equity holders of the Company, as shown in the consolidated balance sheet. The Group considers the cost and the risk associates with the capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or conduct shares buy-back.

The gearing ratios as 31 December 2010 and 2009 were as follows:

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本之宗旨為保障本集團持續經營業務之能力，務求為股東提供回報及為其他權益持有人帶來利益，並維持最佳的資本架構從而減少資金成本。

本集團透過審閱資本架構監控資本。誠如綜合資產負債表所示，本集團之資本架構包括債務及本公司股東權益持有人應佔權益。本集團考慮資金成本及風險。為維持或調整資本架構，本集團或會調整向股東支付之股息金額、發行新股份或進行股份購回。

於二零一零年及二零零九年十二月三十一日之資本負債比率如下：

		Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current borrowings	流動借款	65,109	-
Non-current borrowings	非流動借款	738,847	76,007
Total borrowings	借款總額	803,956	76,007
Less: Cash and cash equivalents (including restricted cash)	減：現金及現金等價物 (包括受限制現金)	(363,512)	(172,226)
Net debt / (cash) position	債務/(現金)淨額狀況	440,444	(96,219)
Total equity	權益總額	1,681,047	307,014
Gearing ratio	資本負債比率	26.2%	N/A 不適用

3 Financial risk management (Continued)

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2010.

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Derivative liabilities	衍生工具負債	-	75,500	-	75,500

The fair value of financial instruments that are not in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Specific valuation techniques used to value financial instruments include:

- The fair value of derivative liabilities is determined using Binominal model.

The carrying values of restricted cash, cash and cash equivalents, trade and other receivables and the carrying value of other payables approximate their fair values due to their short maturities.

3 財務風險管理(續)

3.3 公平值估計

下表採用估值法對按公平值列賬之金融工具進行分析。不同級別界定如下：

- 就可資產別資產或負債於活躍市場之報價(未經調整)(第1級)。
- 於第1級計入之報價以外可直接(即透過價格)或間接(即透過價格產生者)觀察資產或負債所得投入項目(第2級)。
- 並非按可觀察市場數據(即並非觀察所得投入項目)之資產或負債投入項目(第3級)。

下表呈列本集團於二零一零年十二月三十一日按公平值計量之資產及負債。

並非在活躍市場買賣金融工具之公平值採用估值法釐定。當可獲得可觀察市場數據並盡可能減少依賴實體特定估計時，此等估值方法盡量運用可觀察市場數據。倘所有計算一項工具之公平值所需重大輸入數據屬可觀察，有關工具會計入第2級。

用於對金融工具作出估值之特定估值技術包括：

- 採用二項式模型釐定衍生工具之公平值。

受限制現金、現金及現金等價物、應收賬款及其他應收款減值撥備以及其他應付款之賬面值與其公平值相若，乃由於其短期到期之性質所致。

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Estimated impairment of property, plant and equipment, intangible assets and concession right

The Group tests whether property, plant and equipment, intangible assets and concession right have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable in accordance with the accounting policy. The calculations use pre-tax cash flow projections based on the next five financial years.

Estimations of sales, profit margin (before interest, tax, depreciation and amortization expenses) and operating cash outflows are based on the business unit's past performance and management expectations for future development of the market and the business. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

An impairment charge of HK\$4,735,000 arose in the software development business during the year, resulting in the carrying amount of the cash generating unit being written down to zero.

4 重大會計估計及判斷

本集團根據以往經驗及其他因素(包括對未來事件所作出在有關情況下相信屬合理之預測),不斷對估計及判斷作出評估。

本集團對未來作出估計及假設。顧名思義,所得出之會計估計甚少與有關實際結果相同。導致下一個財政年度資產及負債賬面值出現重大調整風險之估計及假設在下文論述。

(a) 物業、機器及設備、無形資產及特許權之估計減值

倘有任何事件或情況變動顯示賬面值或未能收回,本集團會根據會計政策測試物業、機器及設備、無形資產及特許權有否出現任何減值,且採用未來五個財政年度之稅前現金流量預測計算。

銷售、溢利率(未扣除利息、稅項、折舊及攤銷支出)及經營現金流出按業務單位過往表現以及管理層對市場及業務日後發展之預測計算。使用之貼現率為可反映相關分部指定風險之稅前利率。

於本年度軟件開發業務產生減值開支4,735,000港元,導致現金產生單位賬面值撇減至零。

4 Critical accounting estimates and judgements (Continued)

(b) Useful lives of property, plant and equipment

Management of the Company and its subsidiaries determine the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on projected wear and tear incurred during power generation. This could change significantly as a result of technical renovations on power generators. Management will adjust the estimated useful lives where useful lives vary with previously estimated useful lives. It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from current assumptions could require material adjustments to the carrying amount of property, plant and equipment.

(c) Acquisition of subsidiaries

The initial accounting on the acquisition of subsidiaries involves identifying and determining the fair values to be assigned to the identifiable assets, liabilities and contingent liabilities of the acquired entities. The fair values of investments in associated companies, property, plant and equipment, land use rights and concession right are determined by reference to market prices or by using financial models. Any changes in the assumptions used and estimates made in determining the fair values, and management's ability to measure reliably the contingent liabilities of the acquired entity will impact the carrying amounts of these assets and liabilities.

(d) Fair value of financial and equity instruments

Where the fair value of equity instruments or financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using valuation techniques including the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing model and share prices of the Company. The inputs to these models are taken from observable markets where possible, but where this is not feasible. A degree of judgement is required in establishing fair values.

4 重大會計估計及判斷(續)

(b) 物業、機器及設備之可使用年期

本公司及其附屬公司之管理層釐定物業、機器及設備之估計可使用年期及相關折舊支出。此估計乃基於發電期間發生之預測磨損。此可能會因發電機之技術革新而發生重大變動。若可使用年期與原先估計之可使用年期不同，則管理層將調整估計可使用年期。據現時所知，若下一個財政年度之結果不同於現時假設，並要求對物業、機器及設備之賬面值進行重大調整，乃屬合理可能。

(c) 收購附屬公司

收購附屬公司之初步會計處理涉及辨別及釐定所收購公司之可辨別資產、負債及或然負債之公平值。於聯營公司之投資、物業、機器及設備、土地使用權及特許權之公平值乃參考市場價格或採用財務模型釐定。於釐定公平值時所用假設及所作估計之任何變動，以及管理層可靠地計量所收購附屬公司之或然負債之能力，將影響該等資產及負債之賬面值。

(d) 金融及權益工具之公平值

當資產負債表內入賬之權益工具或金融資產及金融負債之公平值不能從活躍市場取得時，則用估值技術(包括利用近期公平原則交易、參考大致相同之其他工具、貼現現金流量分析、期權定價模式及本公司的股票價值)釐定。在確定該等公平值時，輸入該等模式之數據取自可能之可觀察市場，如不可行，則須進行一定程度之判斷。

4 Critical accounting estimates and judgements (Continued)

(e) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for potential tax exposures based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provision in the period in which such determination is made.

(f) Allowances for bad and doubtful debts

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of receivables and management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the creditworthiness and the past collection history of each customer.

5 Segment information

The chief operating decision maker has been identified as the directors of the Company (the "Directors"). The Directors review the Group's internal reporting in order to assess performance, allocate resources and make strategic decisions by business segment. The Directors determine that the operating segments are the same as the business segments. In this regard, the reportable operating segments are alternative energy and software development segments.

The Group's revenue is primarily derived from the generation of electricity and the sales of software.

The Directors assess the performance of operating segments based on a measure of segment results and share of profits less losses of associated companies. This measurement basis excludes the effects of non-recurring expenditure from the operating segments, such as gain on deregistration/disposal of subsidiaries, excess of fair value of net assets acquired over cost of acquisition and provision for impairment losses. Fair value gain on derivative liabilities and other corporate expenses are also not included in the segment results as they mainly represent the income and expenses arising from the holding companies. Other information provided to the Directors is measured in a manner consistent with that in the financial statements.

4 重大會計估計及判斷(續)

(e) 所得稅

本集團須於多個司法權區繳納所得稅。釐定所得稅撥備時須作出重大判斷。於日常業務過程中，有許多交易及計算之最終稅項未能準確釐定。本集團根據有否額外稅項到期之估計而就可能須交納之稅項確認負債。若該等事項之最終稅項與最初記錄之金額不同，有關差額將影響最終釐定稅項期間內之所得稅及遞延稅項撥備。

(f) 呆壞賬撥備

本集團之呆壞賬撥備政策乃根據應收款之可收回程度及賬齡分析評估以及管理層之判斷釐定。於評估該等應收款之最終變現能力時，須作出大量判斷，包括每名客戶之信譽及過往收賬記錄。

5 分部資料

本公司董事(「董事」)已確定為主要營運決策人。董事審閱本集團之內部報告，以按業務分部評估表現、分配資源及作出策略決定。董事認為，經營分部與業務分部相同。就此，可呈報之經營分部為替代能源及軟件開發分部。

本集團收益主要來自發電及銷售軟件。

董事按分部業績及應佔聯營公司溢利減虧損之計算評估經營分部表現。該計算基準不包括經營分部非經常性開支之影響，例如取消註冊/出售附屬公司收益、所收購資產淨值之公平值超出收購成本之數額及減值虧損撥備。衍生工具負債之公平值收益及其他公司費用亦不計入分部業績，因為其主要代表來自控股公司之收支。向董事提供之其他資料乃按與財務報表一致之方式計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 Segment information (Continued)

Total segment assets exclude corporate assets which are centrally managed. This is part of the reconciliation to total consolidated balance sheet assets. Corporate assets mainly include cash and cash equivalents, other receivables and prepayments held by the head office.

The segment information provided to the Directors for the reportable segments for the years ended 31 December 2010 and 2009 are as follows:

5 分部資料(續)

分部資產總值不包括中央管理之企業資產。以下為對綜合資產負債表資產總值之其中部分對賬。企業資產主要包括總辦事處持有之現金及現金等價物、其他應收款及預付款項。

就可呈報分部向董事提供截至二零一零年及二零零九年十二月三十一日止年度之分部資料如下：

		2010 二零一零年			2009 二零零九年		
		Alternative energy	Software development	Total reportable segments	Alternative energy	Software development	Total reportable segments
		替代能源 HK\$'000 千港元	軟件開發 HK\$'000 千港元	可呈報 分部總計 HK\$'000 千港元	替代能源 HK\$'000 千港元	軟件開發 HK\$'000 千港元	可呈報 分部總計 HK\$'000 千港元
Revenue	收益	17,897	6,213	24,110	-	10,609	10,609
Segment results	分部業績	(7,719)	(1,065)	(8,784)	(5,369)	(2,975)	(8,344)
Provision for impairment losses	減值虧損撥備	-	(4,735)	(4,735)	-	(817)	(817)
Gain on deregistration/disposal of subsidiaries	取消註冊/出售 附屬公司收益	-	145	145	7,624	-	7,624
Share of profits less losses of associated companies	應佔聯營公司溢利 減虧損	21,750	-	21,750	(289)	-	(289)
Excess of fair value of net assets acquired over cost of acquisition (including both arising from subsidiaries and associated companies)	所收購資產淨值之 公平值超出收購成本 (包括源自附屬公司 及聯營公司者) 之數額	386,553	-	386,553	27,693	-	27,693
Finance income	財務收入	49	142	191	8	106	114
Finance costs	融資成本	(8,572)	-	(8,572)	-	-	-
Profit/(loss) before income tax	所得稅前溢利/(虧損)	392,061	(5,513)	386,548	29,667	(3,686)	25,981
Income tax (expense)/credit	所得稅(開支)/抵免	(25,399)	1,003	(24,396)	(14,862)	526	(14,336)
Profit/(loss) for the year	本年度溢利/(虧損)	366,662	(4,510)	362,152	14,805	(3,160)	11,645
Depreciation	折舊	9,999	197	10,196	-	512	512
Amortisation	攤銷	2,851	902	3,753	2,456	2,023	4,479
Provision for impairment losses	減值虧損撥備						
- property, plant and equipment	- 物業、機器及設備	-	269	269	-	-	-
- computer software	- 電腦軟件	-	129	129	-	-	-
- customer relationship and software technology know-how	- 客戶關係及軟件技術 知識	-	4,337	4,337	-	817	817

5 Segment information (Continued)

The segment assets as at 31 December 2010 and 2009 are as follows:

		2010 二零一零年			2009 二零零九年		
		Alternative energy	Software development	Total reportable segments	Alternative energy	Software development	Total reportable segments
		替代能源	軟件開發	分部總計	替代能源	軟件開發	分部總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Total segment assets	分部資產總值	2,437,057	14,814	2,451,871	217,863	20,985	238,848
Total segment assets include:	分部資產總值包括：						
- Interests in associated companies	- 於聯營公司之權益	1,011,962	-	1,011,962	208,076	-	208,076
- Additions to non-current assets	- 添置非流動資產	16,329	-	16,329	6,495	358	6,853

A reconciliation of profit for the year of total reportable segments to profit/(loss) for the year of the Group is provided as follows:

於二零一零年及二零零九年十二月三十一日之分部資產如下：

可呈報分部總計本年度溢利與本集團本年度溢利/(虧損)對賬如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit for the year of total reportable segments	可呈報分部總計本年度溢利	362,152	11,645
Unallocated amounts:	未分配金額：		
- Fair value gain on derivative liabilities	- 衍生工具負債之公平值 收益	17,018	-
- Other corporate expenses, net	- 其他企業開支淨額	(43,846)	(23,327)
Profit/(loss) for the year	本年度溢利/(虧損)	335,324	(11,682)

5 Segment information (Continued)

Reportable segment assets are reconciled to total assets as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Total segment assets	分部資產總值	2,451,871	238,848
Corporate assets	企業資產		
– cash and cash equivalents	– 現金及現金等價物	309,341	156,967
– others	– 其他	461	236
Total assets	資產總值	2,761,673	396,051

The total non-current assets by geographical location are detailed below:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong	香港	129	335
The PRC	中國	2,231,342	217,033
Total non-current assets	非流動資產總值	2,231,471	217,368

For the year ended 31 December 2010, the Group's revenue for reportable segments from external customers of HK\$17,897,000 and HK\$6,213,000 are attributable to the China and Japan markets respectively.

For the year ended 31 December 2009, the Group's revenue for reportable segments was solely from external customers and is attributable to the Japan market.

For the year ended 31 December 2010, the Group has two customers with revenue exceeding 10% of the Group's total revenue (2009: one customer). Revenue from these customers amounting to HK\$17,897,000 (2009: Nil) and HK\$6,120,000 (2009: HK\$10,013,000) are attributable to alternative energy business and software development business respectively.

5 分部資料(續)

可呈報分部資產與資產總值對賬如下：

按地區劃分之非流動資產總值詳列如下：

截至二零一零年十二月三十一日止年度，本集團來自外界客戶之可呈報分部收益有17,897,000港元及6,213,000港元分別源自中國及日本市場。

截至二零零九年十二月三十一日止年度，本集團可呈報分部之收益僅來自外界客戶及源自日本市場。

截至二零一零年十二月三十一日止年度，本集團有兩名客戶，所佔收益超過本集團總收益之10%（二零零九年：一名客戶）。來自此等客戶之收益分別為17,897,000港元（二零零九年：零）及6,120,000港元（二零零九年：10,013,000港元），乃分別源自替代能源業務及軟件開發業務。

6 Expenses by nature

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	2,486	950
Amortisation of prepaid land lease payments (Note 17)	預付土地租賃款項攤銷 (附註17)	290	–
Amortisation of intangible assets (Note 18)	無形資產攤銷(附註18)	3,514	4,529
Depreciation of property, plant and equipment (Note 15)	物業、機器及設備折舊 (附註15)	10,196	512
Net exchange losses	匯兌虧損淨額	4,586	57
Employee benefit expenses (including directors' emoluments) (Note 10)	僱員福利開支(包括董事酬金) (附註10)	22,711	16,457
Operating lease rental	經營租賃租金	1,107	1,140
Research and development expenditure	研究及開發費用	–	323
Repair and maintenance expenses	維修及保養費用	4,131	–
Corporate expenses	企業開支	2,091	1,647
Legal and professional fees	法律及專業費用		
– for the acquisition of alternative energy business	– 有關收購替代能源業務	8,416	–
– others	– 其他	1,669	5,437
		10,085	5,437
Management service fee	管理服務費	8,843	5,875
Other expenses	其他開支	5,033	5,682
		75,073	42,609

6 按性質劃分之開支

7 Other expenses

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Provision for impairment losses on	減值虧損撥備		
– customer relationship and software technology know-how (Note 18)	– 客戶關係及軟件技術知識 (附註18)	4,337	817
– computer software (Note 18)	– 電腦軟件(附註18)	129	–
– property, plant and equipment (Note 15)	– 物業、機器及設備(附註15)	269	–
		4,735	817

7 其他開支

8 Finance income and costs

8 財務收入及融資成本

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Finance costs:	融資成本：		
– notional interest expense on convertible note wholly repayable within 5 years	– 須於五年內全部償還之可換股票據名義利息開支	(2,280)	–
– interest expenses on bank borrowings not wholly repayable within 5 years	– 毋須於五年內全部償還之銀行借款利息開支	(15,291)	–
Less: amount capitalised in construction in progress (Note)	減：已撥充資本之在建工程款項(附註)	6,719	–
Finance costs	融資成本	(10,852)	–
Finance income:	財務收入：		
– interest income on bank deposits	– 銀行存款利息收入	804	443
Finance (costs)/income – net	財務(成本)/收入—淨額	(10,048)	443

Note: The capitalisation rate applied to funds borrowed and used for the construction of wind farms was between 5.94% and 6.40% per annum during the year.

附註：於本年度，就所借取並用作興建風力場之資金應用之撥充資本率為每年5.94%至6.40%。

9 Directors' and senior management's remuneration

(a) Directors' emoluments

The remuneration of every director for the year ended 31 December 2010 is set out below:

Name of Director	董事姓名	Fees	Salary & other benefits	Discretionary bonuses	Share-based compensation	Employer's contribution to pension scheme	Total
		袍金	薪金及其他福利	酌情花紅	股份補償	僱主供款之退休金計劃	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
OEI Kang, Eric	黃剛	75	1,200	300	-	12	1,587
CHANG Li Hsien Leslie ⁽¹⁾	張立憲 ⁽¹⁾	25	400	400	228	4	1,057
YUNG Bruce Pak Keung	容伯強	75	2,640	880	935	12	4,542
LEUNG Wing Sum, Samuel	梁榮森	75	1,200	300	468	12	2,055
LIU Zhixin ⁽²⁾	劉志新 ⁽²⁾	50	-	-	-	-	50
Tanguy Vincent SERRA ⁽³⁾	Tanguy Vincent SERRA ⁽³⁾	8	-	-	-	-	8
ZHANG Songyi	張頌義	150	-	-	-	-	150
TANG Siu Kui, Ernest	鄧兆駒	150	-	-	-	-	150
YU Hon To, David	俞漢度	150	-	-	-	-	150
		758	5,440	1,880	1,631	40	9,749

Notes:

- (1) Appointed on 1 September 2010
(2) Resigned on 1 September 2010
(3) Appointed on 23 November 2010

附註:

- (1) 於二零一零年九月一日獲委任
(2) 於二零一零年九月一日辭任
(3) 於二零一零年十一月二十三日獲委任

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 Directors' and senior management's remuneration

(Continued)

(a) Directors' emoluments (Continued)

The remuneration of every director for the year ended 31 December 2009 is set out below:

Name of Director	董事姓名	Fees	Salary & other benefits	Discretionary bonuses	Share-based compensation	Employer's contribution to pension scheme	Total
		袍金	薪金及其他福利	酌情花紅	股份補償	退休金計劃之僱主供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
OEI Kang, Eric	黃剛	75	1,120	200	-	12	1,407
YUNG Bruce Pak Keung ⁽¹⁾	容伯強 ⁽¹⁾	24	858	300	-	5	1,187
LEUNG Wing Sum, Samuel	梁榮森	75	1,200	400	-	12	1,687
TSANG Sai Chung, Kirk ⁽²⁾	曾細忠 ⁽²⁾	51	739	-	-	9	799
CHAN Kwok Fong, Joseph ⁽²⁾	陳國芳 ⁽²⁾	51	739	-	-	8	798
LIU Zhixin	劉志新	75	-	-	-	-	75
ZHANG Songyi	張頌義	150	-	-	-	-	150
TANG Siu Kui, Ernest	鄧兆駒	150	-	-	-	-	150
YU Hon To, David	俞漢度	150	-	-	-	-	150
		801	4,656	900	-	46	6,403

Notes:

⁽¹⁾ Appointed on 4 September 2009

⁽²⁾ Resigned on 4 September 2009

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four directors (2009: five) whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2009: Nil) individual during the year are as follows:

		2010 二零一零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	706
Retirement scheme contributions	退休計劃供款	12
		718

9 董事及高級管理層薪酬 (續)

(a) 董事酬金 (續)

各董事於截至二零零九年十二月三十一日止年度之薪酬如下：

Name of Director	董事姓名	Fees	Salary & other benefits	Discretionary bonuses	Share-based compensation	Employer's contribution to pension scheme	Total
		袍金	薪金及其他福利	酌情花紅	股份補償	退休金計劃之僱主供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
OEI Kang, Eric	黃剛	75	1,120	200	-	12	1,407
YUNG Bruce Pak Keung ⁽¹⁾	容伯強 ⁽¹⁾	24	858	300	-	5	1,187
LEUNG Wing Sum, Samuel	梁榮森	75	1,200	400	-	12	1,687
TSANG Sai Chung, Kirk ⁽²⁾	曾細忠 ⁽²⁾	51	739	-	-	9	799
CHAN Kwok Fong, Joseph ⁽²⁾	陳國芳 ⁽²⁾	51	739	-	-	8	798
LIU Zhixin	劉志新	75	-	-	-	-	75
ZHANG Songyi	張頌義	150	-	-	-	-	150
TANG Siu Kui, Ernest	鄧兆駒	150	-	-	-	-	150
YU Hon To, David	俞漢度	150	-	-	-	-	150
		801	4,656	900	-	46	6,403

附註：

⁽¹⁾ 於二零零九年九月四日獲委任

⁽²⁾ 於二零零九年九月四日辭任

(b) 五名酬金最高人士

年內，本集團五名最高薪人士包括四名(二零零九年：五名)董事，彼等之酬金已於上文呈列之分析反映。年內應付餘下一名(二零零九年：無)個別人士之酬金如下：

10 Employee benefit expenses

10 僱員福利開支

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Wages, salaries and other benefits	工資、薪金及其他福利	20,452	16,317
Share-based compensation	以股份作報酬	1,631	–
Provision for unused annual leave	未使用年假撥備	167	17
Pension costs – defined contribution plan (Note a)	退休金成本 – 定額供款計劃 (附註a)	461	123
Charged to statement of comprehensive income (Note 6)	在全面收入報表扣除 (附註6)	22,711	16,457

Notes:

- (a) The Group operates the MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the scheme vest immediately. The Group's contribution to the employee pension scheme in the PRC is at a percentage in compliance with the requirements of respective municipal governments.
- (b) Contributions totaling HK\$23,000 (2009: HK\$19,000) were payable under the MPF scheme at 31 December 2010.

附註：

- (a) 本集團按照香港強制性公積金計劃條例之規定設立一項強積金計劃。該計劃是為根據香港僱傭條例受僱之僱員而設。強積金計劃是由獨立信託人管理之定額供款退休計劃。根據強積金計劃，僱主和僱員均須按照僱員相關入息之5%向計劃作出供款，但每月之相關入息上限為20,000港元。計劃供款隨即悉數歸於僱員。本集團於中國向僱員退休金計劃作出之供款乃按照相關市政府規定之百分率作出。
- (b) 合共23,000港元(二零零九年：19,000港元)之供款須根據強積金計劃於二零一零年十二月三十一日支付。

11 Income tax expense

No provision for Hong Kong profits tax has been made as the Group has no assessable profit for the year (2009: Nil). Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

11 所得稅支出

由於本集團年內並無應課稅溢利，故並無就香港利得稅作出撥備（二零零九年：無）。海外利得稅乃根據年內估計應課稅溢利，按本集團營運所在國家之當時適用稅率計算。

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current income tax – overseas tax credit	當期所得稅—海外稅項抵免	–	23
Deferred income tax expense in respect of excess of fair value of net assets acquired over cost of acquisition of an associated company (Note)	所收購資產淨值之公平值超出收購一間聯營公司成本之數額之遞延所得稅開支（附註）	–	(12,385)
Deferred income tax expense, net (Note 29)	遞延所得稅開支—淨額（附註29）	(24,396)	(1,974)
Income tax expense	所得稅開支	(24,396)	(14,336)

Note: Deferred income tax was provided for the excess of the fair value of net assets acquired over the cost of acquisition of an associated company based on a tax rate of 25%. On a net basis, the excess of the fair value of the net assets acquired over the cost of acquisition is HK\$15,308,000, being the fair value gain of the net assets acquired of HK\$27,693,000 less attributable deferred income tax of HK\$12,385,000.

附註：遞延所得稅乃就所收購資產淨值之公平值超出收購一間聯營公司成本之數額按稅率25%計提撥備。以淨額為基準下，所收購資產淨值之公平值超出收購成本之數額為15,308,000港元，即所收購資產淨值之公平值收益27,693,000港元減應佔遞延所得稅12,385,000港元。

11 Income tax expense (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before income tax:	所得稅前溢利：	359,720	2,654
Less: Share of profits less losses of associated companies	減：聯營公司應佔溢利減虧損	(21,750)	289
Excess of fair value of net assets acquired over cost of acquisition (including both arising from subsidiaries and associated companies)	所收購資產淨值之公平值超出收購附屬公司及聯營公司之成本	(386,553)	(27,693)
Fair value gain on derivative liabilities	衍生工具負債之公平值收益	(17,018)	-
		(65,601)	(24,750)
Tax calculated at the domestic rates applicable to profits in the respective countries	按有關國家之溢利所適用國內稅率計算之稅項	11,993	4,435
Expenses not deductible for taxation purpose	不可扣稅之開支	(11,770)	(5,244)
Income not subject to tax	毋須課稅收入	2,840	1,335
Tax losses not recognised	未確認之稅項虧損	(996)	-
Deferred income tax expense in respect of excess of fair value of net assets acquired over cost of acquisition of an associated company	所收購資產淨值之公平值超出收購一間聯營公司成本之數額之遞延所得稅開支	-	(12,385)
Withholding tax arising from acquisition	因收購而產生之預扣稅	(26,463)	(2,477)
Income tax expense	所得稅開支	(24,396)	(14,336)

The weighted average applicable tax rate was 18.3% (2009: 17.9%).

J.I.C. (Macao Commercial Offshore) Company Limited, a wholly owned subsidiary of the Company, is exempted from Macao Complementary Tax in accordance with the Macao Decree Law No. 58/99/M.

11 所得稅支出 (續)

本集團所得稅前溢利之稅項，與採用加權平均稅率而適用於合併企業溢利之理論稅項差額如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before income tax:	所得稅前溢利：	359,720	2,654
Less: Share of profits less losses of associated companies	減：聯營公司應佔溢利減虧損	(21,750)	289
Excess of fair value of net assets acquired over cost of acquisition (including both arising from subsidiaries and associated companies)	所收購資產淨值之公平值超出收購附屬公司及聯營公司之成本	(386,553)	(27,693)
Fair value gain on derivative liabilities	衍生工具負債之公平值收益	(17,018)	-
		(65,601)	(24,750)
Tax calculated at the domestic rates applicable to profits in the respective countries	按有關國家之溢利所適用國內稅率計算之稅項	11,993	4,435
Expenses not deductible for taxation purpose	不可扣稅之開支	(11,770)	(5,244)
Income not subject to tax	毋須課稅收入	2,840	1,335
Tax losses not recognised	未確認之稅項虧損	(996)	-
Deferred income tax expense in respect of excess of fair value of net assets acquired over cost of acquisition of an associated company	所收購資產淨值之公平值超出收購一間聯營公司成本之數額之遞延所得稅開支	-	(12,385)
Withholding tax arising from acquisition	因收購而產生之預扣稅	(26,463)	(2,477)
Income tax expense	所得稅開支	(24,396)	(14,336)

加權平均適用稅率為18.3% (二零零九年：17.9%)。

根據澳門法令第58/99/M號，本公司全資附屬公司捷誠(澳門離岸商業服務)有限公司獲豁免繳納澳門所得補充稅。

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12 Loss attributable to equity holders of the company

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$29,256,000 (2009: HK\$16,270,000).

13 Earnings per share

(a) Basic

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

12 本公司股東權益持有人應佔虧損

於本公司財務報表處理之本公司股東權益持有人應佔虧損為29,256,000港元(二零零九年：16,270,000港元)。

13 每股盈利

(a) 基本

每股基本盈利/(虧損)乃按本公司股東權益持有人應佔溢利/(虧損)除年內已發行普通股加權平均數計算。

		2010 二零一零年	2009 二零零九年
Profit/(loss) attributable to equity holders of the Company (HK\$ thousand)	本公司股東權益持有人應佔溢利/(虧損)(千港元)	336,311	(10,431)
Weighted average number of ordinary shares in issue (thousand)	已發行普通股加權平均數(千股)	847,729	765,863
Basic earnings/(loss) per share (HK cents per share)	每股基本盈利/(虧損)(每股港仙)	39.67	(1.36)

13 Earning per share (Continued)

(b) Diluted

Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares including the bonus warrants, convertible note and convertible preference shares. The convertible note and convertible preference shares are assumed to have been converted into ordinary shares, and the net profit is adjusted to eliminate the interest expense on the convertible note less the tax effect. For the bonus warrants, a calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares during the year) based on the monetary value of the subscription rights attached to outstanding bonus warrants. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the bonus warrants.

13 每股盈利(續)

(b) 攤薄

每股攤薄盈利/(虧損)乃透過調整潛在普通股加權平均數，並按所有潛在攤薄普通股(包括紅利認股權證、可換股票據及可換股優先股)均獲兌換之假設計算。可換股票據及可換股優先股已假設兌換為普通股，而純利已作出調整以撇銷可換股票據之利息開支減稅項影響。就紅利認股權證而言，此計算予以作出，以釐定基於尚未行使紅利認股權證所附認購權之貨幣價值，應可按公平值(釐定為本公司年內股份平均市價)收購之股份數目。據上述者計算得出之股份數目與假設紅利認股權證獲行使而應已發行之股份數目互相比較。

		2010 二零一零年	2009 二零零九年
Profit/(loss) attributable to equity holders of the Company (HK\$ thousand)	本公司股東權益持有人應佔溢利/(虧損)(千港元)	336,311	(10,431)
Interest expense on convertible note (HK\$ thousand)	可換股票據利息開支(千港元)	2,280	-
		338,591	(10,431)
Weighted average number of ordinary shares in issue (thousand)	已發行普通股加權平均數(千股)	847,729	765,863
Adjustment for :	就以下各項調整：		
- Assumed conversion of convertible preference shares (thousand)	- 假設可換股優先股獲兌換(千股)	498,838	-
- Assumed conversion of convertible note (thousand)	- 假設可換股票據獲兌換(千股)	82,127	-
- Assumed exercise of bonus warrants (thousand)	- 假設紅利認股權證獲行使(千股)	37,648	-
Weighted average number of ordinary shares for diluted earnings/(loss) per share (thousand)	就每股攤薄盈利/(虧損)之普通股加權平均數(千股)	1,466,342	765,863
Diluted earnings/(loss) per share (HK cents per share)	每股攤薄盈利/(虧損)(每股港仙)	23.09	(1.36)

Diluted earnings per share for the year ended 31 December 2010 did not assume the exercise of the share options and the subscription rights for convertible preference shares outstanding during the year since the exercise would have an anti-dilutive effect.

Diluted loss per share for the year ended 31 December 2009 did not assume the exercise of bonus warrants and convertible note outstanding during the year since the exercise would have an anti-dilutive effect.

截至二零一零年十二月三十一日止年度之每股攤薄盈利並無假設年內尚未行使之購股權及可換股優先股之認購權獲行使，原因為有關行使將產生反攤薄影響。

截至二零零九年十二月三十一日止年度之攤薄虧損並無假設年內尚未行使之紅利認股權證及可換股票據獲行使，原因為有關行使將具反攤薄影響。

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14 Dividends

No dividend was proposed and paid for the year ended 31 December 2010 (2009: Nil).

14 股息

截至二零一零年十二月三十一日止年度，並無建議亦無派付任何股息(二零零九年：無)。

15 Property, plant and equipment

15 物業、機器及設備

Group	本集團	Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日					
Cost	成本	1,109	-	609	212	1,930
Accumulated depreciation and impairment	累計折舊及減值	(779)	-	(279)	(110)	(1,168)
Net book amount	賬面淨值	330	-	330	102	762
Year ended 31 December 2009	截至二零零九年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	330	-	330	102	762
Currency translation differences	匯兌換算差額	21	-	-	-	21
Additions	添置	176	-	10	-	186
Disposals	出售	(15)	-	-	-	(15)
Depreciation (Note 6)	折舊(附註6)	(232)	-	(178)	(102)	(512)
Closing net book amount	年終賬面淨值	280	-	162	-	442
At 31 December 2009	於二零零九年十二月三十一日					
Cost	成本	1,283	-	521	212	2,016
Accumulated depreciation and impairment	累計折舊及減值	(1,003)	-	(359)	(212)	(1,574)
Net book amount	賬面淨值	280	-	162	-	442
Year ended 31 December 2010	截至二零一零年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	280	-	162	-	442
Currency translation differences	匯兌換算差額	81	16,078	20	24	16,203
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	-	498,559	591	695	499,845
Additions	添置	2,106	620	138	178	3,042
Depreciation (Note 6)	折舊(附註6)	(260)	(9,650)	(171)	(115)	(10,196)
Impairment loss (Note 7)	減值虧損(附註7)	(178)	-	(91)	-	(269)
Closing net book amount	年終賬面淨值	2,029	505,607	649	782	509,067
At 31 December 2010	於二零一零年十二月三十一日					
Cost	成本	3,474	515,591	1,272	1,113	521,450
Accumulated depreciation and impairment	累計折舊及減值	(1,445)	(9,984)	(623)	(331)	(12,383)
Net book amount	賬面淨值	2,029	505,607	649	782	509,067

Certain bank borrowings are secured by certain of the Group's property, plant and equipment with carrying values of HK\$505.7 million (2009: Nil) (Note 26).

本集團賬面值505,700,000港元(二零零九年：無)之若干物業、機器及設備已抵押以取得若干銀行借款(附註26)。

16 Construction in progress

16 在建工程

		Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	-
Additions	添置	6,495
Disposals	出售	(3,184)
At 31 December 2009	於二零零九年十二月三十一日	3,311
At 1 January 2010	於二零一零年一月一日	3,311
Currency translation differences	匯兌換算差額	15,644
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	491,161
Additions	添置	13,287
Deduction of income generated during commissioning	扣除試行運作收入	(21,888)
At 31 December 2010	於二零一零年十二月三十一日	501,515

Certain bank borrowings are secured by certain of the Group's construction in progress with carrying values of HK\$444.9 million (Note 26).

本集團賬面值444,900,000港元之若干在建工程已抵押以取得若干銀行借款(附註26)。

17 Prepaid land lease payments

17 預付土地租賃款

		2010 二零一零年 HK\$'000 千港元
At 1 January 2009 and 2010	於二零零九年及二零一零年一月一日	-
Currency translation differences	匯兌換算差額	530
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	16,792
Amortisation (Note 6)	攤銷(附註6)	(290)
At 31 December 2010	於二零一零年十二月三十一日	17,032

Notes:

- (a) Certain bank borrowings are secured by certain of the Group's prepaid land lease payments with carrying values of HK\$15.1 million (2009: nil) (Note 26).
- (b) The prepaid land lease payments were held on leases of over 50 years in Mainland China.

附註：

- (a) 本集團賬面值15,100,000港元之預付土地租賃款已抵押以取得若干銀行借款(二零零九年：無)(附註26)。
- (b) 預付土地租賃款可於中國大陸租賃逾50年。

18 Intangible assets

18 無形資產

		Computer software	Customer relationship	Software technology	Biomass technology	Goodwill	Concession right	Total
		電腦軟件	客戶關係	技術知識	生物質技術	商譽	特許權	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2009	於二零零九年一月一日							
Cost	成本	248	18,110	12,739	31,500	42,044	-	104,641
Accumulated amortisation and impairment	累計攤銷及減值	(20)	(13,895)	(8,925)	(4,200)	(42,044)	-	(69,084)
Net book amount	賬面淨值	228	4,215	3,814	27,300	-	-	35,557
Year ended 31 December 2009	截至二零零九年十二月三十一日年度							
Opening net book amount	年初賬面淨值	228	4,215	3,814	27,300	-	-	35,557
Additions	添置	172	-	-	-	-	-	172
Disposal of subsidiaries	出售附屬公司	-	-	-	(24,844)	-	-	(24,844)
Amortisation (Note 6)	攤銷(附註6)	(65)	(1,054)	(954)	(2,456)	-	-	(4,529)
Impairment loss (Note 7)	減值虧損(附註7)	-	-	(817)	-	-	-	(817)
Closing net book amount	年終賬面淨值	335	3,161	2,043	-	-	-	5,539
At 31 December 2009	於二零零九年十二月三十一日							
Cost	成本	420	18,110	12,739	-	-	-	31,269
Accumulated amortisation and impairment	累計攤銷及減值	(85)	(14,949)	(10,696)	-	-	-	(25,730)
Net book amount	賬面淨值	335	3,161	2,043	-	-	-	5,539
Year ended 31 December 2010	截至二零一零年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	335	3,161	2,043	-	-	-	5,539
Currency translation differences	匯兌換算差額	7	-	-	-	-	5,968	5,975
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	3	-	-	-	-	188,358	188,361
Amortisation (Note 6)	攤銷(附註6)	(86)	(527)	(340)	-	-	(2,561)	(3,514)
Impairment loss (Note 7)	減值虧損(附註7)	(129)	(2,634)	(1,703)	-	-	-	(4,466)
Closing net book amount	年終賬面淨值	130	-	-	-	-	191,765	191,895
At 31 December 2010	於二零一零年十二月三十一日							
Cost	成本	430	18,110	12,738	-	-	194,326	225,604
Accumulated amortisation and impairment	累計攤銷及減值	(300)	(18,110)	(12,738)	-	-	(2,561)	(33,709)
Net book amount	賬面淨值	130	-	-	-	-	191,765	191,895

18 Intangible assets (Continued)

The intangible assets of customer relationship and software technology resulted from the acquisition of the software business on 31 December 2007. Following the global economic crisis, the demand for software development services decreased gradually. This has resulted in impairment losses of HK\$4,466,000 (2009: HK\$817,000) over the carrying amounts of the respective intangible assets which were determined based on a value-in-use assessment of the Group's software development business.

In 2009, the recoverable amount of the software business unit was determined based on a value-in-use calculation. The value-in-use calculation used pre-tax cash flow based on financial budgets approved by management covering a five year period. Cash flow beyond four years was extrapolated based on a discount rate of 17.79% taking into account the risk level of the business unit and assuming no annual growth.

Management believes that any reasonably possible change in the key assumptions would not cause the software business unit's carrying amount to exceed its recoverable amount. Other key assumptions relate to estimation in sales, profit margin and operating cash outflows, which are based on the business unit's past performance and management expectations for the future development of the market and the business.

18 無形資產(續)

客戶關係與軟件技術知識之無形資產來自於二零零七年十二月三十一日收購之軟件業務。全球經濟危機爆發後，軟件發展服務需求逐漸減少。繼而導致有關無形資產之賬面值(乃根據本集團軟件發展業務之使用價值評估法釐定)錄得減值虧損4,466,000港元(二零零九年：817,000港元)。

於二零零九年，軟件業務單位之可收回金額乃根據使用價值計算法釐定。使用價值計算法使用稅前現金流量，根據管理層批准涵蓋五年期之財務預算作依據，現金流量則按貼現率17.79%推算四年後預測，並已計及業務單位之風險水平且假設並無年度增長。

管理層相信，主要假設之任何合理可能變動將不會導致軟件業務單元之賬面值超出其可回收金額。其他主要假設與銷售、溢利率及經營現金流出使用之估算相關，並以業務單位之過往表現及管理層對未來市場及業務發展之預期作依據。

19 Interests in associated companies

19 於聯營公司之權益

		Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Group's share of net assets	本集團應佔資產淨值	1,011,962	136,655
Amount due from an associated company	應收一間聯營公司款項	-	71,421
		1,011,962	208,076

The following financial information, after making adjustments to conform with the Group's significant accounting policies, represents the Group's aggregate share of assets, liabilities, revenue and results of associated companies, all of which are unlisted, and is summarised below:

下列財務資料(經調整以與本集團主要會計政策一致)乃本集團合共應佔聯營公司(全部均為非上市)之資產、負債、收益及業績,並概述如下:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Assets	資產	2,590,951	430,400
Liabilities	負債	(1,578,989)	(293,745)
Net assets	資產淨值	1,011,962	136,655
Revenue	收益	184,900	-
Profit/(loss) for the year	本年度溢利/(虧損)	21,750	(289)

Particulars of the associated companies are set out on page 142-143.

聯營公司之詳情載於第142至143頁。

20 Investments in subsidiaries

20 於附屬公司之投資

		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Unlisted shares, at cost	未上市股份，按成本	85,571	82,623
Provision for impairment	減值撥備	(64,053)	(61,316)
		21,518	21,307
Amounts due from subsidiaries	應收附屬公司款項	1,261,044	221,990
Amounts due to subsidiaries	應付附屬公司款項	(215,714)	(66,799)
		1,066,848	176,498

The balances with subsidiaries are unsecured, interest free and repayable on demand. Their carrying amounts approximate their fair values.

附屬公司之結餘為無抵押、免息及應要求償還。賬面值與其公平值相若。

The carrying amounts of the amounts due from subsidiaries are denominated in Hong Kong dollars.

應收附屬公司款項之賬面值以港元計值。

The carrying amounts of the amounts due to subsidiaries are mainly denominated in Hong Kong dollars.

應付附屬公司款項之賬面值主要以港元計值。

Particulars of the principal subsidiaries are set out on page 140-142.

主要附屬公司之詳情載於第140至142頁。

21 Trade and other receivables

21 應收賬款及其他應收款

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade receivables	應收賬款	50,611	867	-	-
Other receivables	其他應收款	109,988	5,590	328	52
		160,599	6,457	328	52

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 Trade and other receivables (Continued)

At 31 December 2010 and 2009, the ageing analysis of trade receivables is as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Less than 30 days	少於30日	35,810	867
More than 30 days and within 60 days	超過30日但於60日內	1,176	-
More than 60 days and within 90 days	超過60日但於90日內	856	-
More than 90 days	超過90日	12,769	-
		50,611	867

Notes:

The Group's policy on software business is to allow credit periods ranging from 30 days to 90 days to its trade customers. There were no trade receivables on software business being past due as of 31 December 2010 and 2009.

The Group's policy on alternative energy business is to allow a credit period of 30 days to its trade customers. Trade receivables that are less than 30 days past due are not considered impaired. As at 31 December 2010, trade receivables of HK\$14.8 million (2009: Nil) were past due but not impaired. These relate to the electricity tariff of government subsidies which have been substantially collected after balance sheet date. There were no trade receivables on alternative energy business being past due over 12 months (2009: Nil).

The carrying amount of the Group's trade and other receivables is denominated in the following currencies:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong dollars	港元	352	66
Renminbi	人民幣	159,511	5,524
US dollars	美元	706	867
Singapore dollars	新加坡元	30	-
		160,599	6,457

21 應收賬款及其他應收款(續)

於二零一零年及二零零九年十二月三十一日，應收賬款之賬齡分析如下：

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Less than 30 days	35,810	867
More than 30 days and within 60 days	1,176	-
More than 60 days and within 90 days	856	-
More than 90 days	12,769	-
	50,611	867

附註：

本集團於軟件業務之政策為向其貿易客戶提供介乎30日至90日之信貸期。於二零一零年及二零零九年十二月三十一日，概無已逾期之軟件業務應收賬款。

本集團於替代能源業務之政策為向其貿易客戶提供30日之信貸期。逾期少於30日之應收賬款不被視作減值。於二零一零年十二月三十一日，應收賬款14,800,000港元(二零零九年：無)已逾期但未減值。此等款項乃關於已於結算日後大部分已收回之政府電費補助。本集團並無任何逾期超過12個月之替代能源業務應收賬款(二零零九年：無)。

本集團之應收賬款及其他應收款之面值以下列貨幣計值：

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong dollars	352	66
Renminbi	159,511	5,524
US dollars	706	867
Singapore dollars	30	-
	160,599	6,457

21 Trade and other receivables (Continued)

All trade and other receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above.

Certain bank borrowings are secured by certain of the Group's trade receivables with carrying values of HK\$26.3 million (2009: Nil) (Note 26).

21 應收賬款及其他應收款(續)

所有應收賬款及其他應收款並無包含減值資產。於報告日期最高信貸風險為上述各類別應收款之賬面值。

本集團賬面值26,300,000港元之應收賬款已抵押以取得若干銀行借款(二零零九年:無)(附註26)。

22 Restricted Cash**22 受限制現金**

		Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Deposit placed in a bank account jointly held with a third party	存放於一間銀行之存款	957	-

23 Cash and cash equivalents**23 現金及現金等價物**

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash at bank and in hand	銀行及手頭現金	52,587	35,446	5,600	29,903
Short-term bank deposits	短期銀行存款	309,968	136,780	301,681	125,078
		362,555	172,226	307,281	154,981

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 Cash and cash equivalents (Continued)

23 現金及現金等價物 (續)

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(a) Placed in banks in the PRC:	(a) 於中國各銀行存置：				
– denominated in Renminbi	– 以人民幣結算	40,577	13,555	–	–
– denominated in Hong Kong dollars	– 以港元結算	5,237	1,847	–	–
– denominated in US dollars	– 以美元結算	8,263	1,212	–	–
– denominated in Macau dollars	– 以澳門元結算	64	8	–	–
– denominated in Euros	– 以歐元結算	18	–	–	–
(b) Placed in banks in Hong Kong:	(b) 於香港各銀行存置：				
– denominated in Hong Kong dollars	– 以港元結算	307,690	155,115	307,245	154,946
– denominated in US dollars	– 以美元結算	382	35	35	35
– denominated in Singapore dollars	– 以新加坡元結算	97	–	–	–
(c) Placed in bank in Japan:	(c) 於日本銀行存置：				
– denominated in Japanese Yen	– 以日圓結算	–	422	–	–
(d) Cash in hand	(d) 手頭現金	227	32	1	–
		362,555	172,226	307,281	154,981

The effective interest rates at the balance sheet date were as follows:

於結算日之實際利率如下：

		2010 二零一零年		2009 二零零九年	
		HK\$ 港元	RMB 人民幣	HK\$ 港元	RMB 人民幣
Short-term bank deposits	短期銀行存款	0.32%-1.07%	1.35%	0.28%	1.35%

The maximum exposure to credit risk at the reporting date is the carrying value of the cash and bank balances stated above.

於報告日期面對之最高信貸風險為上文所述之現金及銀行結餘賬面值。

The short-term bank deposits of the Group and the Company have original maturities of one month or less.

本集團及本公司短期銀行存款之原到期日為一個月或以下。

24 Share capital

24 股本

	Note	Ordinary shares of HK\$0.01 each		Non-redeemable convertible preference shares of HK\$0.01 each (Note (a))		Total
		Number of shares	HK\$'000	Number of shares	HK\$'000	
	附註	股份數目	千港元	股份數目	千港元	總計 千港元
Authorised:						
At 1 January 2009, 31 December 2009 and 1 January 2010	法定： 於二零零九年一月 一日、二零零九年 十二月三十一日、 二零一零年一月一日	2,000,000,000	20,000	600,000,000	6,000	26,000
Increase during the year	於年內增加	7,000,000,000	70,000	5,400,000,000	54,000	124,000
At 31 December 2010	於二零一零年十二月 三十一日	9,000,000,000	90,000	6,000,000,000	60,000	150,000
Issued and fully paid:						
At 1 January 2009	已發行及繳足： 於二零零九年一月一日	763,534,755	7,635	-	-	7,635
Exercise of Bonus Warrants 748	行使紅利認股權證 748 (b)	9,057,454	91	-	-	91
At 31 December 2009	於二零零九年十二月 三十一日	772,592,209	7,726	-	-	7,726
At 1 January 2010	於二零一零年一月一日	772,592,209	7,726	-	-	7,726
Exercise of Bonus Warrants 748	行使紅利認股權證 748 (b)	6,635,888	66	-	-	66
Exercise of Bonus Warrants 795	行使紅利認股權證 795 (c)	98,038	1	-	-	1
Issue of bonus shares	發行紅股 (d)	77,733,834	777	-	-	777
Issue of convertible preference shares to HKC	向香港建設發行可換股 優先股 (e)	-	-	1,385,170,068	13,852	13,852
Issue of convertible preference shares to STAR	向STAR發行可換股 優先股 (f)	-	-	300,000,000	3,000	3,000
At 31 December 2010	於二零一零年十二月 三十一日	857,059,969	8,570	1,685,170,068	16,852	25,422

24 Share capital (Continued)

Notes:

- (a) The preference shares are not redeemable and the holders are not entitled to vote. At any time after allotment, each holder of preference shares is entitled to convert all or a portion of his/her preference shares into fully paid ordinary shares at the initial conversion rate of 1 ordinary share for every 1.03 preference shares, provided that for the purposes of ensuring the continued listing of the Company's ordinary shares on the Stock Exchange after the conversion of the preference shares, no holder of preference shares should be entitled to exercise the conversion rights if the Company's ordinary shares issued upon conversion together with any ordinary shares of the Company then in issue would result in the minimum prescribed percentage of the Company's ordinary shares in public hands (as defined in the Rules Governing the Listing of Securities on the Stock Exchange from time to time) not being satisfied. On any payment of dividend or distributions (other than a distribution on winding up), the preference shares should rank pari passu with the ordinary shares. The Company issued convertible preference shares to HKC and to STAR Butterfly Energy Ltd. ("STAR"), a subsidiary of TPG on 31 August 2010 and 23 November 2010 respectively.
- (b) On 14 May 2009, the Company issued 76,353,475 warrants (Warrant Code: 748) on the basis of one warrant for every ten existing shares of the Company held by the shareholders ("Bonus Warrants 748"). The holders of Bonus Warrants 748 are entitled to subscribe at any time during 14 May 2009 to 13 May 2011 for fully paid shares at a subscription price of HK\$0.30 per share.

On 1 June 2010, the subscription price of Bonus Warrants 748 was adjusted to HK\$0.266 per share as a result of a new issue of bonus warrants (Warrant Code: 795) and bonus shares in June 2010. Such adjustment took retroactive effect from 30 April 2010.

For the year ended 31 December 2010, 6,635,888 (31 December 2009: 9,057,454) new ordinary shares of HK\$0.01 each were issued upon the exercise of 6,635,888 (31 December 2009: 9,057,454) units of Bonus Warrants 748. As at 31 December 2010, 60,660,133 (31 December 2009: 67,296,021) units of Bonus Warrants 748 remained outstanding.

24 股本(續)

附註：

- (a) 優先股不可贖回，其持有人無權表決。優先股各持有人於配發後之任何時間，有權按每1.03股優先股兌換為1股普通股之初步換股比率，將其全部或部分優先股兌換為繳足普通股，惟為確保優先股獲兌換後，本公司之普通股繼續於聯交所上市，故倘本公司於換股時發行普通股連同本公司當時已發行任何普通股，導致未能達到公眾持有本公司普通股所規定之最低百分比(定義見聯交所證券上市規則不時之規定)，則優先股持有人不得行使換股權。就支付股息或分派(清盤時分派除外)而言，優先股與普通股均享有同等權益。本公司分別於二零一零年八月三十一日及二零一零年十一月二十三日發行可換股優先股予香港建設(控股)有限公司及TPG附屬公司STAR Butterfly Energy Ltd(「STAR」)。
- (b) 於二零零九年五月十四日，本公司按股東每持有十股本公司現有股份獲發一份認股權證之基準，發行76,353,475份認股權證(認股權證代號：748)(「紅利認股權證748」)。紅利認股權證748持有人有權於二零零九年五月十四日至二零一一年五月十三日期間內，隨時按認購價每股0.30港元認購繳足股款股份。

於二零一零年六月一日，紅利認股權證748認購價因於二零一零年六月發行新紅利認股權證(認股權證代號：795)及紅股而調整至每股0.266港元。該等調整自二零一零年四月三十日起追溯生效。

截至二零一零年十二月三十一日止年度，6,635,888股(二零零九年十二月三十一日：9,057,454股)每股面值0.01港元之新普通股因6,635,888份(二零零九年十二月三十一日：9,057,454份)紅利認股權證748獲行使而發行。於二零一零年十二月三十一日，有60,660,133份(二零零九年十二月三十一日：67,296,021份)紅利認股權證748仍未行使。

24 Share capital (Continued)

Notes: (Continued)

- (c) On 9 June 2010, the Company issued 77,733,834 warrants (Warrant Code: 795) on the basis of one warrant for every ten existing shares of the Company held by the shareholders ("Bonus Warrants 795"). The holders of Bonus Warrants 795 are entitled to subscribe at any time during 9 June 2010 to 8 June 2011 for fully paid shares at a subscription price of HK\$0.60 per share. For the year ended 31 December 2010, 98,038 new ordinary shares of HK\$0.01 each were issued upon the exercise of 98,038 units of Bonus Warrants 795. As at 31 December 2010, 77,635,796 units of Bonus Warrants 795 remained outstanding.
- (d) At the annual general meeting held on 1 June 2010, the resolution to approve the issue of 77,733,834 bonus shares on the basis of 1 bonus share for every 10 ordinary shares held was passed by the shareholders. The bonus shares were issued on 9 June 2010. The bonus shares are issued, allotted and distributed, credited as fully paid up, upon issue and rank pari passu in all respects with the existing shares with effect from the date of issue, except that they will not be entitled to the Bonus Warrants 795 as mentioned in note (c).
- (e) On 31 August 2010, the Company issued and allotted 1,385,170,068 convertible preference shares to HKC (Holdings) Ltd. The convertible preference shares carry rights to convert into ordinary shares at the initial conversion rate of 1 convertible preference share to 1 ordinary share, such conversion rate being subject to customary adjustments.
- (f) On 23 November 2010, the Company issued and allotted 300,000,000 convertible preference shares to STAR at HK\$0.65 amounting to HK\$195 million to STAR. STAR may at any time during the ensuing 4 years require the Company to issue to them a maximum of 260,000,000 additional preference shares at a price of HK\$0.75 per additional preference share.

24 股本 (續)

附註：(續)

- (c) 於二零一零年六月九日，本公司按股東每持有十股本公司現有股份獲發一份認股權證之基準，發行77,733,834份認股權證(認股權證代號：795)(「紅利認股權證795」)。紅利認股權證795持有人有權於二零一零年六月九日至二零一一年六月八日期間內，隨時按認購價每股0.60港元認購繳足股款股份。截至二零一零年十二月三十一日止年度，98,038股每股面值0.01港元之新普通股因98,038份紅利認股權證795獲行使而發行。於二零一零年十二月三十一日，有77,635,796份紅利認股權證795仍未行使。
- (d) 於二零一零年六月一日舉行之股東週年大會上，股東批准按每持有十股普通股獲發一份紅股之基準發行77,733,834股紅股之決議案。紅股於二零一零年六月九日發行。紅股發行、配發及分派後入賬列作繳足，於發行時在所有方面與發行日期現有股份享有同等權益，惟彼等無權參與上文附註(c)所述之紅利認股權證795。
- (e) 於二零一零年八月三十一日，本公司向香港建設(控股)有限公司發行及配發1,385,170,068股可換股優先股。可換股優先股可按1股可換股優先股兌1股普通股之初步兌換比率兌換成普通股份，此等兌換比率受慣例調整規限。
- (f) 於二零一零年十一月二十三日，本公司以0.65港元向STAR發行及配發300,000,000股價值為195,000,000港元之可換股優先股。STAR可於確保四年間任何時候要求本公司以每股額外優先股0.75港元之價格向其最多發行260,000,000股額外優先股。

24 Share capital (Continued)

Notes: (Continued)

- (g) Share options are granted to employees, senior executives or officers, managers, directors or consultants of any members of the Group or any Invested Entity.

The exercise price must be at least the higher of

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant;
- (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant. An offer of the grant of an option shall remain open for acceptance for a period of 10 business days from the date of offer and a consideration of HK\$1 must be paid upon acceptance.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

		2010 二零一零年	
		Average exercise price in HK dollars per share 每股平均港元 行使價	Number of options 購股權數目
At 1 January	於一月一日	-	-
Granted	已授出	0.732	12,500,000
Issues of bonus shares	發行紅股	(0.076)	750,000
At 31 December	於十二月三十一日	0.686	13,250,000

The weighted average remaining contractual life of these share options approximates 9 years.

24 股本 (續)

附註：(續)

- (g) 本公司向本集團旗下任何成員公司或投資實體之僱員、高級行政人員或主要人員、經理、董事或顧問授出購股權。

行使價須最少為以下較高者：

- (i) 股份於授出日期在聯交所每日報價表所列收市價；
- (ii) 股份緊接於授出日期前五個營業日在聯交所每日報價表所列平均收市價；及
- (iii) 股份面值。

購股權須於授出日期起計10年或董事會可能於授出時間指明之較短期間內行使。提呈授出之購股權可自提呈日期起計十個營業日期間內繼續公開接納，接納時須支付1港元代價。

尚未行使之購股權數目及有關加權平均行使價變動如下：

		2010 二零一零年	
		Average exercise price in HK dollars per share 每股平均港元 行使價	Number of options 購股權數目
At 1 January	於一月一日	-	-
Granted	已授出	0.732	12,500,000
Issues of bonus shares	發行紅股	(0.076)	750,000
At 31 December	於十二月三十一日	0.686	13,250,000

此等購股權之餘下合約加權平均年期約9年。

25 Reserves

25 儲備

Group	本集團	Share	Exchange	Employee	Convertible	Retained	Total
		premium	reserve	share-based compensation reserve	note – equity component, net of tax	earnings	
		股份溢價	匯兌儲備	僱員股份 補償儲備	可換股票據 – 權益部分， 扣除稅項	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2009	於二零零九年一月一日 結餘	175	1,085	-	-	299,916	301,176
Exercise of bonus warrants	行使紅利認股權證	2,626	-	-	-	-	2,626
Issuance of convertible note (Note 27)	發行可換股票據(附註27)	-	-	-	7,048	-	7,048
Tax on equity component on convertible note (Note 29)	可換股票據權益部分之 稅項(附註29)	-	-	-	(1,163)	-	(1,163)
Currency translation differences	匯兌換算差額	-	32	-	-	-	32
Loss for the year	本年度虧損	-	-	-	-	(10,431)	(10,431)
Balance at 31 December 2009	於二零零九年十二月 三十一日結餘	2,801	1,117	-	5,885	289,485	299,288
Balance at 1 January 2010	於二零一零年一月一日 結餘	2,801	1,117	-	5,885	289,485	299,288
Exercise of bonus warrants	行使紅利認股權證	1,917	-	-	-	-	1,917
Issue of bonus shares	發行紅股	(777)	-	-	-	-	(777)
Issue of convertible preference shares	發行可換股優先股	940,550	-	-	-	-	940,550
Reversal of deferred tax liabilities related to equity component of convertible note (Note 29)	有關可換股票據權益 部分之遞延稅項 負債之回撥(附註29)	-	-	-	376	-	376
Currency translation differences	匯兌換算差額	-	52,649	-	-	-	52,649
Share options granted	已授出購股權	-	-	1,631	-	-	1,631
Profit for the year	本年度溢利	-	-	-	-	336,311	336,311
Balance at 31 December 2010	於二零一零年十二月 三十一日結餘	944,491	53,766	1,631	6,261	625,796	1,631,945

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25 Reserves (Continued)

25 儲備 (續)

Company	本公司	Share	Exchange	Other	Employee	Convertible	Retained	Total
		premium	reserve	reserve	share-based	note – equity	earnings	
		股份溢價	匯兌儲備	其他儲備	僱員股份	可換股票據 –	保留盈利	總計
		HK\$'000	HK\$'000	(附註)	補償儲備	權益部分	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2009	於二零零九年一月一日							
	結餘	175	-	98,709	-	-	150,686	249,570
Exercise of bonus warrants	行使紅利認股權證	2,626	-	-	-	-	-	2,626
Issuance of convertible note (Note 27)	發行可換股票據 (附註27)	-	-	-	-	7,048	-	7,048
Tax on equity component on convertible note (Note 29)	可換股票據權益部分之稅項(附註29)	-	-	-	-	(1,163)	-	(1,163)
Loss for the year	本年度虧損	-	-	-	-	-	(16,270)	(16,270)
Balance at 31 December 2009	於二零零九年十二月三十一日結餘	2,801	-	98,709	-	5,885	134,416	241,811
Balance at 1 January 2010	於二零一零年一月一日							
	結餘	2,801	-	98,709	-	5,885	134,416	241,811
Exercise of bonus warrants	行使紅利認股權證	1,917	-	-	-	-	-	1,917
Issue of bonus shares	發行紅股	(777)	-	-	-	-	-	(777)
Issuance of convertible shares	發行可換股股份	940,550	-	-	-	-	-	940,550
Tax on equity component on convertible note (Note 29)	可換股票據權益部分之稅項(附註29)	-	-	-	-	376	-	376
Currency translation differences	匯兌換算差額	-	33,613	-	-	-	-	33,613
Share options granted	已授出購股權	-	-	-	1,631	-	-	1,631
Loss for the year	本年度虧損	-	-	-	-	-	(29,256)	(29,256)
Balance at 31 December 2010	於二零一零年十二月三十一日結餘	944,491	33,613	98,709	1,631	6,261	105,160	1,189,865

Note: The other reserve of the company related to an acquisition prior to 1 January 2001 and continues to be held in reserves.

附註：本公司之其他儲備與於二零零一年一月一日前一項收購事項有關，並繼續留在儲備中。

26 Bank borrowings

26 銀行借款

		Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Non-current	非流動	660,560	-
Current	流動	65,109	-
		725,669	-

An amount of HK\$400 million bank borrowings is secured and guaranteed by the ultimate holding company.

為數400,000,000港元之銀行借款已予抵押，並由最終控股公司擔保。

An amount of HK\$326 million borrowings is secured and guaranteed by a fellow subsidiary.

為數326,000,000港元之借款已予抵押，並由一間同系附屬公司擔保。

Note: Bank borrowings are secured by certain property, plant and equipment, construction in progress, prepaid land lease payments and trade receivables of the Group (Note 15, 16, 17 and 21).

附註：銀行借款由本集團若干物業、機器及設備、在建工程、預付土地租賃款及應收賬款作抵押(附註15、16、17及21)。

(a) The maturity of bank borrowings at the balance sheet date is as follows:

(a) 銀行借款於結算日之到期日如下：

		Secured bank borrowings 有抵押銀行借款	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within one year	一年內	65,109	-
In the second year	第二年	67,476	-
In the third year to fifth year	第三年至第五年	202,430	-
After the fifth year	五年後	390,654	-
		725,669	-

Notes:

附註：

(a) The carrying amounts of the bank borrowings are denominated in Renminbi.

(a) 銀行借款之賬面值以人民幣計值。

(b) The effective interest rate at the balance sheet date was 6.40%.

(b) 於結算日之實際利率為6.40%。

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27 Convertible note

The Company issued a non-interest bearing convertible note at a par value of RMB 73.5 million (equivalent to HK\$83.1 million) on 30 December 2009. The note matures three years from the issue date at its nominal value of RMB 73.5 million (equivalent to HK\$83.1 million) or can be converted into shares at the holder's option on any business day during the conversion period at HK\$1.0113 per share.

The convertible note recognised in the balance sheet is calculated as follows:

		Group and Company 本集團及本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Face value of convertible note	可換股票據面值	85,335	83,055
Equity component of convertible note (Note 25)	可換股票據權益部分(附註25)	(7,048)	(7,048)
Liability component of convertible note	可換股票據負債部分	78,287	76,007

The effective interest rate at the balance sheet date was 3%.

28 Amount due to a fellow subsidiary

The amount due to a fellow subsidiary is unsecured, interest free and repayable on demand. The balance is denominated in Renminbi.

27 可換股票據

本公司於二零零九年十二月三十日發行面值為人民幣73,500,000元(相當於83,100,000港元)之不付息可換股票據。有關票據自發行日期起計滿三年到期，其面值為人民幣73,500,000元(相當於83,100,000港元)，或持有人可選擇於換股期內任何營業日按每股1.0113港元之價格兌換為股份。

於結算日已確認之可換股票據計算如下：

於結算日之實際利率為3厘。

28 應付一間同系附屬公司款項

應付一間同系附屬公司款項為無抵押、免息及應要求償還。餘額以人民幣計值。

29 Deferred income tax liabilities

The movements in deferred income tax liabilities during the year, are as follows:

Group	本集團	Fair value adjustment arising from business combinations 源自業務合併之公平值調整 HK\$'000 千港元	Withholding tax arising from acquisition 因收購而產生之預扣稅 HK\$'000 千港元	Convertible note 可換股票據 HK\$'000 千港元	Fair value adjustment on intangible assets 無形資產公平值調整 HK\$'000 千港元	Tax losses 稅務虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	-	-	-	(1,709)	203	(1,506)
Income statement (charged)/credited	在收益表 (扣除)/計入	-	(2,477)	-	706	(203)	(1,974)
Charged to equity	在權益扣除	-	-	(1,163)	-	-	(1,163)
At 31 December 2009	於二零零九年十二月三十一日	-	(2,477)	(1,163)	(1,003)	-	(4,643)
At 1 January 2010	於二零一零年一月一日	-	(2,477)	(1,163)	(1,003)	-	(4,643)
Currency translation differences	匯兌差額	(1,515)	(974)	-	-	-	(2,489)
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	(45,742)	-	-	-	-	(45,742)
Income statement credited/(charged) (Note 11)	在收益表計入/(扣除) (附註11)	590	(25,989)	-	1,003	-	(24,396)
Credited to equity	在權益計入	-	-	376	-	-	376
At 31 December 2010	於二零一零年十二月三十一日	(46,667)	(29,440)	(787)	-	-	(76,894)

29 遞延所得稅負債

年內之遞延所得稅負債變動如下：

Group	本集團	Fair value adjustment arising from business combinations 源自業務合併之公平值調整 HK\$'000 千港元	Withholding tax arising from acquisition 因收購而產生之預扣稅 HK\$'000 千港元	Convertible note 可換股票據 HK\$'000 千港元	Fair value adjustment on intangible assets 無形資產公平值調整 HK\$'000 千港元	Tax losses 稅務虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	-	-	-	(1,709)	203	(1,506)
Income statement (charged)/credited	在收益表 (扣除)/計入	-	(2,477)	-	706	(203)	(1,974)
Charged to equity	在權益扣除	-	-	(1,163)	-	-	(1,163)
At 31 December 2009	於二零零九年十二月三十一日	-	(2,477)	(1,163)	(1,003)	-	(4,643)
At 1 January 2010	於二零一零年一月一日	-	(2,477)	(1,163)	(1,003)	-	(4,643)
Currency translation differences	匯兌差額	(1,515)	(974)	-	-	-	(2,489)
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	(45,742)	-	-	-	-	(45,742)
Income statement credited/(charged) (Note 11)	在收益表計入/(扣除) (附註11)	590	(25,989)	-	1,003	-	(24,396)
Credited to equity	在權益計入	-	-	376	-	-	376
At 31 December 2010	於二零一零年十二月三十一日	(46,667)	(29,440)	(787)	-	-	(76,894)

29 Deferred income tax liabilities (Continued)

Company	本公司	Convertible note 可換股票據	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
At 1 January	於一月一日	(1,163)	-
Charged to directly to equity	在權益直接扣除	376	(1,163)
At 31 December	於十二月三十一日	(787)	(1,163)

The Group did not recognise deferred income tax assets of HK\$1,177,000 (2009: HK\$547,166) in respect of losses amounting to HK\$6,767,000 (2009: HK\$3,135,321) that can be carried forward against future taxable income. These tax losses have no expiry dates except tax losses of HK\$3,983,000 (2009: HK\$351,030) which expire at various dates up to 2015 (2009: 2014).

本集團並無就虧損6,767,000港元(二零零九年: 3,135,321港元)確認遞延所得稅資產1,177,000港元(二零零九年: 547,166港元)用以結轉抵銷日後應課稅收入。該等稅項虧損並無到期日,惟3,983,000港元(二零零九年: 351,030港元)之稅項虧損則將於截至二零一五年(二零零九年: 二零一四年)止之不同日期屆滿。

30 Derivative liabilities

The balance represents the subscription right granted to STAR, and was fair valued at 31 December 2010 (Note 24 (f)).

30 衍生工具負債

結餘指向STAR授出之認購權,並於二零一零年十二月三十一日按公平值計算(附註24(f))。

31 Trade and other payables

31 應付賬款及其他應付款

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade payables	應付賬款	117	-	-	-
Other payables and accruals	其他應付款及 應計費用	104,034	8,387	4,596	4,824
		104,151	8,387	4,596	4,824

At 31 December 2010 and 2009, the ageing analysis of trade payables is as follows:

於二零一零年及二零零九年十二月三十一日，應付賬款之賬齡分析如下：

		Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
6 to less than 12 months	6至少於12個月	103	-
12 months and more	12個月及以上	14	-
		117	-

The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

本集團應付賬及其他應付款之賬面值按以下貨幣列值：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong dollars	港元	8,087	6,556
Renminbi	人民幣	96,024	1,810
Japanese Yen	日圓	-	21
Singapore dollars	新加坡元	40	-
		104,151	8,387

At 31 December 2010 and 2009, the other payables of the Company are denominated in Hong Kong dollars.

於二零一零年及二零零九年十二月三十一日，本公司之其他應付款以港元計值。

32 Commitments

(a) Capital commitments

Capital expenditure at the balance sheet date but not yet incurred was as follows:

Group 本集團		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Capital expenditure in respect of alternative energy projects:	涉及替代能源項目之資本承擔：		
Contracted but not provided for	已訂約但未撥備	72,974	67,030
Authorised but not contracted for	已授權但未訂約	322,289	309,303
		395,263	376,333

(b) Commitments under operating leases

The aggregate future minimum lease payments under non-cancellable operating leases in respect of land and buildings were as follows:

Group 本集團		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
No later than 1 year	一年內	2,456	9,246
Later than 1 year and no later than 5 years	一年至五年	3,583	-
		6,039	9,246

32 承擔

(a) 資本承擔

於結算日已承擔但尚未產生之資本開支如下：

(b) 根據經營租賃之承擔

根據有關土地及樓宇之不可撤銷經營租賃之未來最低租金總額如下：

33 Related party transactions

The Group entered into transactions with the following related parties for the years ended 31 December 2010 and 2009.

- (a) Management services fee of HK\$8,843,000 (2009: HK\$5,875,000) was paid to the ultimate holding company, of which HK\$8,545,000 (2009: HK\$5,592,000) is subject to the annual caps under continuing connected transactions between the Group and HKC.
- (b) Office rental of HK\$432,000 (2009: HK\$141,000) was paid to a fellow subsidiary. The office rental was charged at terms pursuant to agreements.
- (c) Property management fee of HK\$272,000 (2009: HK\$47,000) was paid to a fellow subsidiary. The property management fee was charged at terms pursuant to agreements.
- (d) The Group acquired several subsidiaries and associated companies from HKC at a consideration of HK\$853,802,000 satisfied by the issuance of convertible preference shares to HKC. The consideration was determined pursuant to agreements (Note 35).
- (e) Key management compensation

33 關聯方交易

截至二零一零年及二零零九年十二月三十一日止年度本集團與下列關聯方訂立之交易如下：

- (a) 已向最終控股公司支付管理服務費8,843,000港元(二零零九年：5,875,000港元)，當中8,545,000港元(二零零九年：5,592,000港元)須遵守本集團與香港建設進行之持續關連交易項下之年度上限。
- (b) 已向一間同系附屬公司支付辦公室租金432,000港元(二零零九年：141,000港元)。辦公室租金根據協議條款扣除。
- (c) 已向一間同系附屬公司支付物業管理費272,000港元(二零零九年：47,000港元)。物業管理費根據協議條款扣除。
- (d) 本集團向香港建設按代價853,802,000港元收購數間附屬公司及聯營公司，乃以向香港建設發行可換股優先股之形式償付。該代價乃根據協議釐定(附註35)。
- (e) 主要管理層成員之補償

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	7,320	5,556
Directors' fees	董事袍金	758	801
Share-based compensation	以股份作報酬	1,631	-
Pension cost – defined contribution scheme	退休金成本—定額供款計劃	40	46
		9,749	6,403

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34 Notes to consolidated cash flow statement

(a) Reconciliation of profit before income tax to cash used in operations

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before income tax	所得稅前溢利	359,720	2,654
Finance costs	融資成本	10,852	-
Finance income	財務收入	(804)	(443)
Depreciation and amortisation	折舊及攤銷	14,000	5,041
Impairment losses	減值虧損	4,735	817
Gain on deregistration/disposal of subsidiaries	取消註冊／出售附屬公司 收益	(145)	(7,624)
Excess of fair value of net assets acquired over cost of acquisition	所收購資產淨值之公平值 超出收購成本之數額	(386,553)	(27,693)
Share of profits less losses of associated companies	應佔聯營公司溢利減 虧損	(21,750)	289
Fair value gain on derivative liabilities	衍生工具負債之公平值收益	(17,018)	-
Share-based compensation	股份付款補償	1,631	-
Operating losses before working capital changes	營運資金變動前經營 虧損	(35,332)	(26,959)
Increase in inventory	存貨增加	(276)	-
Increase in trade and other receivables	應收賬款及其他應收款增加	(1,355)	(4,193)
(Decrease)/increase in trade and other payables	應付賬款及其他應付款 (減少)／增加	(8,605)	5,678
Cash used in operations	經營所用現金	(45,568)	(25,474)

34 綜合現金流量表附註

(a) 除所得稅前溢利與經營業務所用現金之對賬

34 Notes to consolidated cash flow statement (Continued)

(b) Disposal of subsidiaries

On 21 May 2009, HKE (Biomass) Holdings Limited, a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company, entered into an agreement to dispose of its 55% equity interest in Hong Kong Biomass Energy (BVI) Co., Limited, a company incorporated in the British Virgin Islands, to the minority shareholder, GeneHarbor (Hong Kong) Technologies Limited, at a cash consideration of HK\$23,100,000. A gain on disposal of HK\$ 7,624,000 was recorded.

34 綜合現金流量表附註(續)

(b) 出售附屬公司

於二零零九年五月二十一日，本公司於英屬處女群島註冊成立之全資附屬公司香港新能源(生物質)控股有限公司訂立一份協議，以現金代價23,100,000港元向少數股東基因港(香港)科技有限公司，出售其於英屬處女群島註冊成立之香港生物質能源(BVI)有限公司55%股本權益，並帶來出售收益7,624,000港元。

		2009 二零零九年 HK\$'000 千港元
Net assets disposed	所出售資產淨值	
Intangible assets	無形資產	24,844
Trade and other receivables	應收賬款及其他應收款	4
Cash and cash equivalents	現金及現金等價物	4,101
Trade and other payables	應付賬款及其他應付款	(811)
Non-controlling interests	非控股權益	(12,662)
		15,476
Gain on disposal	出售收益	7,624
Consideration	代價	23,100
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	23,100
Cash and bank balances disposed of	所出售現金及銀行結餘	(4,101)
		18,999

(c) Analysis of net inflow of cash and cash equivalents in respect of disposal of subsidiaries

(c) 有關出售附屬公司之現金及現金等價物流入淨額分析

		2009 二零零九年 HK\$'000 千港元
Cash consideration	現金代價	23,100
Cash and bank balances disposed	所出售現金及銀行結餘	(4,101)
		18,999

34 Notes to consolidated cash flow statement (Continued)**(d) Major non-cash transactions**

- (i) The Company issued 1,385,170,068 convertible preference share with a fair value of HK\$853,802,000 as the consideration for the acquisition of subsidiaries and associated companies as described in Note 35.
- (ii) Electricity income generated during testing stage was deducted from the balance of construction in progress as the revenue generated is part of the cost of testing (Note 16).

35 Business Combination

- (a) On 12 May 2010, the Group entered into a sale and purchase agreement (“S&P”) with HKC to acquire 100% equity interest in HKE (BVI) Ltd. (“HKE(BVI)”). The principal activity of HKE(BVI) is to operate wind farms and waste-to-energy plant through its subsidiaries and associated companies. The acquisition is consistent with the Group’s strategy to focus on the alternative energy business. Based on the S&P, the purchase consideration was settled by way of issuing and allotting 1,385,170,068 convertible preference shares, the fair value of which, on the S&P date, was HK\$1,018,100,000.

On 31 August 2010, the Group completed the acquisition. The fair values of the respective convertible preference shares and the net assets of HKE(BVI) were HK\$853,802,000 and HK\$1,240,355,000 respectively. This resulted in an excess of fair value of net assets acquired over cost of acquisition which has been recognised in the consolidated statement of comprehensive income.

Details of net assets acquired are as follows:

		HK\$'000 千港元
Fair value of convertible preference shares on S&P date	於買賣協議日期可換股優先股之公平值	1,018,100
Less: Fair value changes	減：公平值變動	(164,298)
Fair value of convertible preference shares on the completion date	於完成日期可換股優先股之公平值	853,802
Fair value of net assets acquired (see below)	所收購資產淨值之公平值(見下文)	(1,240,355)
Excess of fair value of net assets acquired over cost of acquisition	所收購資產淨值之公平值超出收購成本	(386,553)
Deferred tax liabilities (Note 11)	遞延稅項負債(附註11)	26,463
Excess of fair value of net assets acquired over cost of acquisition, net of tax	所收購資產淨值之公平值超出收購成本(扣除稅項)	(360,090)

34 綜合現金流量表附註(續)**(d) 主要非現金交易**

- (i) 本公司發行1,385,170,068股公平值為853,802,000港元之可換股優先股，作為收購附屬公司及聯營公司之代價(附註35)。
- (ii) 於測試期賺取之電力收入已自在建工程結餘中扣除，原因為所賺取收益屬測試成本一部分(附註16)。

35 業務合併

- (a) 於二零一零年五月十二日，本集團與香港建設訂立買賣協議(「買賣協議」)以收購HKE (BVI) Ltd. (「HKE(BVI)」)全部股本權益。HKE(BVI)主要業務為透過其附屬公司及聯營公司經營風力發電場及垃圾發電廠。收購與本集團專注於替代能源業務之策略一致。根據買賣協議，收購代價乃透過發行及配發1,385,170,068股可換股優先股支付，其於買賣協議日期之公平值為1,018,100,000港元。

於二零一零年八月三十一日，本集團完成收購。可換股優先股及HKE(BVI)資產淨值之公平值分別為853,802,000港元及1,240,355,000港元。因此，所收購資產淨值之公平值超出收購成本，並於綜合全面收入報表內確認。

所收購資產淨值之詳情如下：

35 Business Combination (Continued)

(a) (Continued)

The identifiable assets and liabilities arising from the acquisition are as follows:

		Acquiree's fair value amount 被收購方 之公平值 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	104,630
Restricted cash	受限制現金	926
Property, plant & equipment (Note 15)	物業、機器及設備(附註15)	499,845
Construction in progress (Note 16)	在建工程(附註16)	491,161
Prepaid land lease payments (Note 17)	預付土地租賃款(附註17)	16,792
Intangible assets (Note 18)	無形資產(附註18)	188,361
Interests in associated companies	於聯營公司之權益	748,883
Inventory	存貨	5,815
Trade and other receivables	應收賬款及其他應收款	130,888
Trade and other payables	應付賬款及其他應付款	(111,088)
Bank borrowings	銀行借款	(766,196)
Deferred tax liabilities (Note 29)	遞延稅項負債(附註29)	(45,742)
Total identifiable net assets	可識別資產淨值之總額	1,264,275
Non-controlling interests	非控股權益	(23,920)
Excess of fair value of net assets acquired over cost of acquisition	所收購資產淨值之公平值超出收購成本之數額	(386,553)
Total purchase consideration – convertible preference shares	總購買代價 – 可換股優先股	853,802

The fair value of trade and other receivables acquired is HK\$130,888,000 and includes trade receivables with a fair value of HK\$24,736,000. The gross contractual amount for trade receivables is HK\$24,736,000, for which no provision has been made.

Since the date of acquisition, HKE(BVI) contributed revenue of approximately HK\$17.90 million and generated a profit of approximately HK\$13.96 million. If the acquisition had occurred on 1 January 2010, the Group's revenue and profit for the year would have increased by approximately HK\$26.64 million and decreased by approximately HK\$24.12 million respectively.

35 業務合併(續)

(a) (續)

自收購產生之可識別資產及負債如下：

		Acquiree's fair value amount 被收購方 之公平值 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	104,630
Restricted cash	受限制現金	926
Property, plant & equipment (Note 15)	物業、機器及設備(附註15)	499,845
Construction in progress (Note 16)	在建工程(附註16)	491,161
Prepaid land lease payments (Note 17)	預付土地租賃款(附註17)	16,792
Intangible assets (Note 18)	無形資產(附註18)	188,361
Interests in associated companies	於聯營公司之權益	748,883
Inventory	存貨	5,815
Trade and other receivables	應收賬款及其他應收款	130,888
Trade and other payables	應付賬款及其他應付款	(111,088)
Bank borrowings	銀行借款	(766,196)
Deferred tax liabilities (Note 29)	遞延稅項負債(附註29)	(45,742)
Total identifiable net assets	可識別資產淨值之總額	1,264,275
Non-controlling interests	非控股權益	(23,920)
Excess of fair value of net assets acquired over cost of acquisition	所收購資產淨值之公平值超出收購成本之數額	(386,553)
Total purchase consideration – convertible preference shares	總購買代價 – 可換股優先股	853,802

所收購應收賬款及其他應收款之公平值為130,888,000港元，並已計入公平值為24,736,000港元之應收賬款。應收賬款之合約總額為24,736,000港元，並無對此款項作出撥備。

自收購日期以來，HKE(BVI)已帶來收益約17,900,000港元及產生溢利約13,960,000港元。假設收購於二零一零年一月一日進行，則本集團年內收益及本年度溢利將分別增加約26,640,000港元及減少約24,120,000港元。

35 Business Combination (Continued)

- (b) On 30 December 2009, the Group completed the acquisition of 100% equity interest in HKE Danjinghe (BVI) Wind Power Limited (“HKE Danjinghe”). The principal asset of HKE Danjinghe is its 10% effective interest in an associated company. The consideration was satisfied by the issuance of a convertible note with a par value of RMB 73.5 million (equivalent to HK\$ 83.1 million) with details described in Note 27.

At the acquisition date, the fair value of the net assets and liabilities in HKE Danjinghe equalled HK\$110,748,000 and consequently there was an excess of fair value of net assets acquired over cost of acquisition of the associated company which has been recognised in the consolidated statement of comprehensive income.

Details of net assets acquired are as follows:

		HK\$'000 千港元
Purchase consideration – convertible note (Note 27)	購買代價—可換股票據 (附註27)	83,055
Fair value of net assets acquired (see below)	所收購資產淨值之公平值(見下文)	(110,748)
Excess of fair value of net assets acquired over cost of acquisition of an associated company (Note 11)	所收購資產淨值之公平值超出收購 一間聯營公司成本之數額，扣除 稅項(附註11)	(27,693)
Deferred tax liabilities (Note 11)	遞延稅項負債(附註11)	12,385
Excess of fair value of net assets acquired over cost of acquisition of an associated company, net of tax	所收購資產淨值之公平值超出 收購一間聯營公司成本之數額， 扣除稅項	(15,308)

35 業務合併(續)

- (b) 於二零零九年十二月三十日，本集團完成收購香港新能源單晶河(BVI)風能有限公司(「香港新能源單晶河」)全部股本權益。香港新能源單晶河之主要資產為其於一間聯營公司之10%實際權益。代價乃透過發行面值為人民幣73,500,000元(約相當於83,100,000港元)之可換股票據支付，詳情載於附註27。

於收購日期，香港新能源單晶河資產淨值與負債淨額之公平值相等於110,748,000港元，而所收購資產淨值之公平值超出收購一間聯營公司成本之數額，已於綜合全面收入報表確認。

所收購資產淨值之詳情如下：

35 Business Combination (Continued)

(b) (Continued)

The identifiable assets and liabilities arising from the acquisition are as follows:

		Acquiree's carrying amount 被收購方 之賬面值 HK\$'000 千港元	Acquiree's fair value amount 被收購方 之公平值 HK\$'000 千港元
Interest in an associated company	於一間聯營公司之權益	61,200	110,740
Amount due from immediate holding company	應收直屬控股公司 款項	8	8
Net assets acquired	所收購資產淨值	61,208	110,748
Fair value of net assets acquired	所收購資產淨值之公平值		110,748
Excess of fair value of net assets acquired over cost of acquisition of an associated company	所收購資產淨值之公平值 超出收購一間聯營公司 成本之數額		(27,693)
Total purchase consideration – convertible note (Note 27)	總購買代價—可換股票據 (附註27)		83,055

Since the date of acquisition, HKE Danjinghe did not contribute any revenue and profit to the Group. If the acquisition had occurred on 1 January 2009, there would have been no material effect on the Group's revenue and loss for the year.

自收購日期以來，香港新能源單晶河概無為本集團帶來任何收益及溢利。倘若收購已於二零零九年一月一日進行，則不會對本集團年內收益及虧損造成重大影響。

36 Events after the balance sheet date

On 16 February 2011, the Company passed a resolution to wind up a wholly-owned subsidiary, namely Shenzhen Namtek Company Limited (深圳南迪電子技術有限公司), a limited liability company established in the PRC, in view of the continuous loss incurred by Shenzhen Namtek Company Limited. The Board is of the view that the winding-up of Shenzhen Namtek Company Limited would not have any material adverse impact on the financial and trading position of the Group, given the transformation of the Group into a full-fledged alternative energy player in China.

35 業務合併(續)

(b) (續)

自收購產生之可識別資產及負債如下：

		Acquiree's carrying amount 被收購方 之賬面值 HK\$'000 千港元	Acquiree's fair value amount 被收購方 之公平值 HK\$'000 千港元
Interest in an associated company	於一間聯營公司之權益	61,200	110,740
Amount due from immediate holding company	應收直屬控股公司 款項	8	8
Net assets acquired	所收購資產淨值	61,208	110,748
Fair value of net assets acquired	所收購資產淨值之公平值		110,748
Excess of fair value of net assets acquired over cost of acquisition of an associated company	所收購資產淨值之公平值 超出收購一間聯營公司 成本之數額		(27,693)
Total purchase consideration – convertible note (Note 27)	總購買代價—可換股票據 (附註27)		83,055

36 結算日後事項

鑑於深圳南迪電子技術有限公司持續錄得虧損，本公司於二零一一年二月十六日通過將全資附屬公司深圳南迪電子技術有限公司(於中國成立之有限責任公司)清盤之決議案。由於本集團轉型為於中國全面發展之替代能源公司，董事會認為將深圳南迪電子技術有限公司清盤將不會對本集團財政及交易狀況造成重大負面影響。

Principal Subsidiaries and Associated Companies

主要附屬公司及聯營公司

37 Principal subsidiaries and associated companies

Listed below are the subsidiaries and associated companies which, in the opinion of the directors, principally affect the result and/or net assets of the Group.

37 主要附屬公司及聯營公司

下表載列董事認為對本集團業績及／或資產淨值有重大影響之附屬公司及聯營公司。

Name 名稱	Place of incorporation/ operation and kind of legal entity 註冊成立／經營地點 及法律實體類型	Principal activities 主要業務	Issued share capital/Paid up registered capital 已發行股本／ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益／實付註冊 資本百分比	
				2010 二零一零年	2009 二零零九年
Subsidiaries 附屬公司					
J.I.C. Enterprises (Hong Kong) Limited# 捷成電子貿易(香港)有限公司#	Hong Kong 香港	Inactive 暫無營業	HK\$500,000 500,000港元	100%	100%
J.I.C. (Macao Commercial Offshore) Company Limited 捷成(澳門離岸商業服務)有限公司	Macao 澳門	Inactive 暫無營業	HK\$97,500 97,500港元	100%	100%
Namtek Japan Company Limited # (Note) (附註)	Japan 日本	Provision of sales co-ordination and marketing services to fellow subsidiaries 向同系附屬公司提供銷售 協調及市場策劃服務	JPY1,000,000 1,000,000日圓	0%	0%
Shenzhen Namtek Company Limited## 深圳南迪電子技術有限公司##	the PRC/Wholly foreign- owned enterprise 中國／外商獨資企業	Solution provider for software development 軟件開發之解決方案供應商	US\$800,000 800,000美元	100%	100%
Best Whole Holdings Limited+ 保希控股有限公司+	Hong Kong 香港	Investment holding 投資控股	HK\$1 1港元	100%	100%
Joy Holdings Limited#	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1 1美元	100%	100%
港能新能源四子王旗風能 有限公司##	the PRC/Sino-foreign equity joint venture 中國／中外合資企業	Wind power project in Siziwang Qi, Inner Mongolia 內蒙古四子王旗之風力 發電項目	RMB8,824,056 人民幣 8,824,056元	100%	100%

Principal Subsidiaries and Associated Companies

主要附屬公司及聯營公司

37 Principal subsidiaries and associated companies (Continued) 37 主要附屬公司及聯營公司(續)

Name 名稱	Place of incorporation/ operation and kind of legal entity 註冊成立/經營地點 及法律實體類型	Principal activities 主要業務	Issued share capital/Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/實付註冊 資本百分比	
				2010 二零一零年	2009 二零零九年
Hong Kong New Energy (Si Zi Wang Qi II) Wind Power Limited ⁺ 香港新能源(四子王旗二期)風能 有限公司 ⁺	Hong Kong 香港	Investment holding 投資控股	HK\$1,000 1,000港元	100%	100%
HKE (Da He) Holdings Limited ⁺ 香港新能源(大河)控股有限公司 ⁺	Hong Kong 香港	Investment holding 投資控股	HK\$1 1港元	100%	100%
HKE (Wind Power) Holdings Limited [#] 香港新能源(風電)控股有限公司 [#]	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1 1美元	100%	100%
HKE (Services) Limited 香港新能源(管理)有限公司	Hong Kong 香港	Human resources management 人力資源管理	HK\$1 1港元	100%	100%
HKE Danjinghe (BVI) Wind Power Limited ⁺⁺ 香港新能源單晶河(BVI)風能 有限公司 ⁺⁺	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1,000 1,000美元	100%	—
HKE (BVI) Limited ^{+Δ} 香港新能源(BVI)有限公司 ^{+Δ}	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1 1美元	100%	—
HKE (Gansu) Wing Power Limited ^{+Δ} 香港新能源(甘肅)風能有限公司 ^{+Δ}	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%	—
Hong Kong New Energy (Si Zi Wang Qi) Wing Power Limited ^{+Δ} 香港新能源(四子王旗)風能有限公司 ^{+Δ}	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$2 2港元	100%	—
HKC (Linyi) Holdings Limited ^{+Δ} 香港建設(臨沂)控股有限公司 ^{+Δ}	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$1 1港元	100%	—
HKE (Danjinghe) Wind Power Limited ^{+Δ} 香港新能源(單晶河)風能有限公司 ^{+Δ}	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$4 4港元	100%	—

Principal Subsidiaries and Associated Companies

主要附屬公司及聯營公司

37 Principal subsidiaries and associated companies (Continued) 37 主要附屬公司及聯營公司 (續)

Name 名稱	Place of incorporation/ operation and kind of legal entity 註冊成立/經營地點 及法律實體類型	Principal activities 主要業務	Issued share capital/Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/實付註冊 資本百分比	
				2010 二零一零年	2009 二零零九年
Sinoriver International Limited ^{##Δ} 中川國際有限公司 ^{##Δ}	British Virgin Islands/ PRC 英屬處女群島/中國	Investment holding 投資控股	US\$1 1美元	100%	–
Sinoriver International (Wind Power) Limited ^Δ 中川國際(風電)有限公司 ^Δ	Hong Kong/PRC 香港/中國	Investment holding 投資控股	HK\$20 20港元	100%	–
APC Wind Power Pte Limited ^{##Δ}	Singapore 新加坡	Investment holding 投資控股	SGD10 10新加坡元	100%	–
Asia Wind Power (Mudanjiang) Company Limited ^{##Δ} 亞洲風力發電(牡丹江)有限公司 ^{##Δ}	PRC Sino-foreign equity joint venture 中國/中外合資企業	Wind Power project in Heilongjiang, the PRC 於中國黑龍江之風力 發電項目	HK\$100,000,000 100,000,000港元	86%	–
Hong Kong Wind Power (Muling) Company Limited ^{##Δ} 香港風力發電(穆稜)有限公司 ^{##Δ}	PRC Sino-foreign equity joint venture 中國/中外合資企業	Wind Power project in Heilongjiang, the PRC 於中國黑龍江之風力 發電項目	HK\$150,100,000 150,100,000港元	86.68%	–
港建新能源四子王旗風能 有限公司 ^{##Δ}	PRC Sino-foreign equity joint venture 中國/中外合資企業	Wind Power project in Siziwang Qi, Inner Mongolia, the PRC 中國內蒙古四子王旗之風力 發電項目	RMB166,480,000 人民幣 166,480,000元	100%	–
Associated companies 聯營公司					
CECIC HKC Wind Power Company Limited ^{##□} 中節能港建風力發電(張北) 有限公司 ^{##□}	the PRC/Sino-foreign equity joint venture 中國/中外合資企業	Wind power project in Danjinghe, Hebei, the PRC 於中國河北單晶河之 風力發電項目	RMB545,640,000 人民幣 545,640,000元	40%	10%

Principal Subsidiaries and Associated Companies

主要附屬公司及聯營公司

37 Principal subsidiaries and associated companies (Continued) 37 主要附屬公司及聯營公司 (續)

Name 名稱	Place of incorporation/ operation and kind of legal entity 註冊成立/經營地點 及法律實體類型	Principal activities 主要業務	Issued share capital/Paid up registered capital 已發行股本/ 實付註冊資本	Percentage of equity/ Paid up registered capital held 所持權益/實付註冊 資本百分比	
				2010 二零一零年	2009 二零零九年
CECIC HKE Wind Power Company Limited ^{+#□} 中節能港能風力發電(張北) 有限公司 ^{+#□}	the PRC/Sino-foreign equity joint venture 中國/中外合資企業	Wind power project in Lunaobao, Hebei, the PRC 於中國河北綠腦包之風力 發電項目	RMB323,260,000 人民幣 323,260,000元	30%	30%
CECIC HKC (Gansu) Wind Power Company Limited ^{+#△□} 中節能港建(甘肅)風力發電有限 公司 ^{+#△□}	the PRC/Sino-foreign equity joint venture 中國/中外合資企業	Wind power project in Changma, Gansu, Hebei, the PRC 於中國甘肅昌馬之風力 發電項目	RMB589,620,000 人民幣 589,620,000元	40%	-
Linyi National Environmental New Energy Company Limited ^{+#△□} 臨沂中環新能源有限公司 ^{+#△□}	the PRC/Sino-foreign equity joint venture 中國/中外合資企業	Waste-to-energy project in Linyi, Shandong, the PRC 於中國山東臨沂之垃圾 發電項目	RMB100,000,000 人民幣 100,000,000元	40%	-

Note: Namtek Japan Company Limited has applied for voluntary liquidation and is liquidated on 25 December 2009.

附註：Namtek Japan Company Limited已申請自願清盤，並已於二零零九年十二月二十五日完成清盤程序。

Remark:

- + Interest held by subsidiaries
- # Not audited by PricewaterhouseCoopers
- △ Newly set up or acquired in 2010
- Unofficial English transliterations or translations for identification purposes only

備註：

- + 權益由附屬公司持有
- # 並非由羅兵咸永道會計師事務所審核
- △ 於二零一零年新成立或收購
- 非正式英文字譯或翻譯，僅供識別

Five-Year Financial Summary

五年財務資料概要

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Consolidated statement of comprehensive income	綜合全面收入報表					
Revenue	收益	24,110	10,609	13,877	654,010	504,297
Profit/(loss) before income tax	所得稅前溢利／(虧損)	359,720	2,654	(101,670)	217,559	28,794
Income tax credit/(expense)	所得稅抵免／(支出)	(24,396)	(14,336)	6,963	10,903	(601)
Profit/(loss) for the year	年內溢利／(虧損)	335,324	(11,682)	(94,707)	228,462	28,193
Non-controlling interests	非控股權益	987	1,251	4,987	–	–
Profit/(loss) attributable to equity holders of the Company	本公司股東權益持有人應佔溢利／(虧損)	336,311	(10,431)	(89,720)	228,462	28,193
Consolidated balance sheet	綜合資產負債表					
Net current assets	流動資產淨值	265,317	170,296	287,911	330,182	47,575
Non-current assets	非流動資產	2,231,471	217,368	36,522	74,678	129,934
Non-current liabilities	非流動負債	(815,741)	(80,650)	(1,709)	(7,414)	(8,525)
Net assets including non-controlling interests	資產淨值(包括非控股權益)	1,681,047	307,014	322,724	397,446	168,984
Share capital	股本	25,422	7,726	7,635	7,635	7,635
Reserves	儲備	1,631,945	299,288	301,176	389,811	161,349
Non-controlling interests	非控股權益	23,680	–	13,913	–	–
Total equity	股東權益總額	1,681,047	307,014	322,724	397,446	168,984
		2010 二零一零年 HK cents 港仙	2009 二零零九年 HK cents 港仙	2008 二零零八年 HK cents 港仙	2007 二零零七年 HK cents 港仙	2006 二零零六年 HK cents 港仙
Earnings/(loss) per share – basic	每股盈利／(虧損) – 基本	39.67	(1.36)	(11.75)	29.92	3.69
Dividend per share – attributable to the year	每股股息 – 年度應佔	Nil 無	Nil 無	Nil 無	Nil 無	Nil 無
Return on total equity (Note)	股東權益總額回報率(附註)	19.9%	(3.8%)	(29.3%)	57.5%	16.7%

Note:

Return on total equity represents the current year's profit/loss for the year expressed as a percentage of the closing total equity for the year concerned.

附註：

股東權益總額回報率為年內溢利／虧損相對有關年度年終股東權益總額之百分比。



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